

Annual shareholder's meetings

PREVIEW

1. The Texas Business Professional Corporation Law requires annual meetings to be held by Professional Corporations.
2. The following forms are designed to comply with the requirements.

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PREVIEW
CONSENT AND RATIFICATION IN LIEU OF
ANNUAL MEETING OF THE DIRECTORS OF
[PROFESSIONAL CORPORATION'S NAME]

The undersigned, being all of the Directors of [Professional Corporation's Name], (hereafter "the Professional Corporation") and being entitled to vote upon the resolutions hereinafter set forth as if the same had been submitted at a formal meeting of the Directors of said Professional Corporation duly called and held for the purpose of acting upon such resolutions, do hereby consent that the following resolutions are deemed to be adopted to the same extent and to have the same force and effect as if adopted by unanimous vote at a formal meeting of the Directors of [Professional Corporation's Name].

This consent and ratification is further authorized per a Waiver of Notice of meeting, a copy of which is attached to this consent and ratification and made a part hereof by reference.

The minutes of the previous meeting were approved without reading, as all shareholders and directors had received copies of those minutes.

Reports. The following reports on corporate operations were given by certain officers and advisers:

President's Report. The president stated that it was the desire of the Directors to bring the Professional Corporation up to date and place it in good legal order. He said that the purpose of this meeting, in addition to covering those matters normally covered at an annual corporate meeting, would be to take the necessary actions to update the Professional Corporation.

The president then discussed current operations of the company and advised those present that:

Financial Report. A financial statement for the Professional Corporation for the period ending [Date] was distributed and reviewed by those present, and the chairman instructed the recording secretary to insert a copy of same in the corporate legal file.

RESOLVED, that the following persons are hereby elected officers of the Professional Corporation, to serve for one year and until their successors are elected and qualify:

President:	[President's Name]
Secretary:	[Secretary's Name]
Treasurer:	[Treasurer's Name]

RESOLVED, that the President of the Professional Corporation is authorized to make, execute acknowledge and deliver any and all contracts, leases, deeds, conveyances, bills of sale, transfers, releases and any and all other instruments, documents and papers for and in behalf of and in the name of the Professional Corporation.

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RESOLVED FURTHER that all actions including those, if any, listed in Exhibit "A" attached hereto, taken by the members of the Board of Directors and/or by the Officers of the Professional Corporation for and on behalf of the Professional Corporation since the last meeting of the Board of Directors and Shareholders are hereby ratified and approved in all respects.

This consent is for the time period of _____ to _____ and is effective the _____ day of _____.

Director

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Director

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CONSENT AND RATIFICATION IN LIEU OF
ANNUAL MEETING OF THE SHAREHOLDERS OF
[PROFESSIONAL CORPORATION'S NAME]

The undersigned, being all of the shareholders of [Professional Corporation's Name], (hereafter "the Professional Corporation") and being entitled to vote upon the resolutions hereinafter set forth as if the same had been submitted at a formal meeting of the shareholders of said Professional Corporation duly called and held for the purpose of acting upon such resolutions, do hereby unanimously consent to and ratify the actions described below and said shareholders do hereby unanimously stipulate that the following resolutions are deemed to be adopted to the same extent and to have the same force and effect as if adopted by unanimous vote at a formal meeting of the shareholders of [Professional Corporation's Name]:

This consent and ratification is further authorized per a Waiver of Notice of meeting, a copy of which is attached to this consent and ratification and made a part hereof by reference.

The minutes of the previous meeting were approved without reading, as all shareholders and directors had received copies of those minutes.

Reports. The following reports on corporate operations were given by certain officers and advisers:

President's Report. The president stated that it was the desire of the Directors to bring the Professional Corporation up to date and place it in good legal order. He said that the purpose of this meeting, in addition to covering those matters normally covered at an annual corporate meeting, would be to take the necessary actions to update the Professional Corporation.

The president then discussed current operations of the company and advised those present that:

Financial Report. A financial statement for the Professional Corporation for the period ending [Date] was distributed and reviewed by those present, and the chairman instructed the recording secretary to insert a copy of same in the corporate legal file.

RESOLVED, that the following persons are hereby elected Directors and officers of the Professional Corporation, and said appointments are hereby ratified and affirmed and that they shall serve until the next annual meeting of the shareholders and until their successors shall have been elected and qualified to serve for one year and until their successors are elected and qualify:

Director	[Director's Name]
President:	[President's Name]
Secretary:	[Secretary's Name]
Treasurer:	[Treasurer's Name]

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RESOLVED, that the President of the Professional Corporation is authorized to make, execute acknowledge and deliver and all contracts, leases, deeds, conveyances, bills of sale, transfers, releases and any and all other instruments, documents and papers for and in behalf of and in the name of the Professional Corporation.

Being all of the Shareholders of [Professional Corporation's Name]: **RESOLVED FURTHER**, that all actions including those, if any, listed in Exhibit "A" attached hereto, taken by the officers of the Professional Corporation, the Professional Corporation and its members of the Board of Directors for and on behalf of the Professional Corporation since the last meeting of the Shareholders are hereby ratified and approved in all respects.

This consent is for the time period of _____ to _____ and is effective the _____ day of _____.

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Shareholder

Shareholder

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