Board of Directors Written Consent in Lieu of Meeting

of

[COMPANY NAME]

In accordance with Sections 141(f) and 242 of the Delaware General Corporation Law and the Bylaws of [Company Name] (the “Company”), the undersigned, being all the members of the board of directors of the Company (the “Board”), hereby make the following recitals and adopt, by this writing and in lieu of meeting, the resolutions set forth below (such recitals and resolutions, this “Written Consent”), effective for all purposes as of the latest date set forth below.

WHEREAS, the Board desires to take certain actions following the Company’s recent incorporation;

WHEREAS, the Board desires for the Company to license from the Ohio State Innovation Foundation (“OSIF”) certain technology owned by OSIF and developed at The Ohio State University and certain intellectual property rights thereto (the “OSU License Transaction”);

WHEREAS, in furtherance of the OSU License Transaction, the Company is to execute and deliver an Exclusive License Agreement in substantially the form attached hereto as Exhibit A (the “License Agreement”);

WHEREAS, in connection with the execution and delivery of the License Agreement, the Company is to execute and deliver (1) a certain OSIF Rights Agreement in substantially the form attached hereto as Exhibit B (such agreement, together with the License Agreement, the “OSU License Transaction Documents”);

WHEREAS, in connection with the OSU License Transaction, the Company is to issue [######] shares of its Common Stock (the “OSIF Shares”) to OSIF (the “OSIF Common Stock Issuance”);

WHEREAS, Section 6 of the Company’s bylaws (the “Bylaws”) provides that “. . . unless the provisions of this Section 6 are waived by the Board of Directors (whether in a specific instance or whether generally pursuant to the provisions of an agreement or otherwise), no stockholder of the Corporation shall transfer or encumber any stock of the Corporation now owned or hereafter acquired by such stockholder”; and

WHEREAS, the Board desires for the provisions of Section 6 of the Bylaws to be waived with respect to OSIF.

NOW, THEREFORE, BE IT RESOLVED, that the following individuals shall be, and each hereby is, appointed to the office appearing opposite such individual’s name below:

Chief Executive Officer [Name of Chief Executive Officer]

President [Name of President]

Secretary [Name of Secretary]

Treasurer [Name of Treasurer]

RESOLVED FURTHER, that each such office shall have the duties and responsibilities ascribed to it in the Company’s bylaws or, if not so ascribed, the duties and responsibilities traditionally ascribed to such office.

RESOLVED FURTHER, that the shares of the Company shall be uncertificated.

RESOLVED FURTHER, that the fiscal year of the Company shall end on [December 31].

RESOLVED FURTHER, that the OSU License Transaction shall be, and hereby is, authorized and approved.

RESOLVED FURTHER, that each of the Company’s officers shall be, and hereby is, authorized and directed to execute and deliver the OSU License Transaction Documents.

RESOLVED FURTHER, that the OSIF Common Stock Issuance shall be, and hereby is, authorized and approved.

RESOLVED FURTHER, that, with respect to the OSIF Shares, the Board hereby waives the applicability of Section 6 of the Company’s by-laws with respect to any transfer of the OSIF Shares to any Affiliate (as defined in the OSU License Transaction Documents) of OSIF.

RESOLVED FURTHER, that the provisions of Section 6 of the Bylaws shall be, and hereby are, waived with respect to OSIF.

RESOLVED FINALLY, that the Company’s officers shall be, and each hereby is, authorized and directed to (1) execute and deliver each agreement, document, certificate, instrument, confirmation and/or assurance any such officer deems, in such officer’s reasonable discretion, to be necessary or desirable to effect the purposes set forth in, this Written Consent, together with any changes to any of the same as any such officer may deem, in such officer’s reasonable discretion, to be necessary or desirable, and (2) take any action any such officer deems, in such officer’s reasonable discretion, to be necessary or desirable to effect the purposes set forth in, this Written Consent.

(signature page(s) to follow)

IN WITNESS WHEREOF, the undersigned have executed, as of the date first set forth above, this Written Consent In Lieu of Meeting by the Directors and direct that it be filed within the Company’s proceedings.

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|  | [Director #1 Name] Date |
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|  |   |
|  | [Director #2 Name] Date |
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|  |  |
|  |  |
|  |   |
|  | [Director #2 Name] Date |

Exhibit A

License Agreement

(see attached)

Exhibit B

OSIF Rights Agreement

(see attached)