

Director's Proxy

_____, a director of _____, herewith appoints and designates as his proxy _____, for a meeting of the board of directors scheduled for _____, with the full right and authority to vote in the place of _____, provided, however, that there is no right of substitution. Therefore, for attendance and quorum purposes, I should be counted as in attendance.

Dated: _____

Director

Witness

Director's Proxy Review List

This review list is provided to inform you about this document in question and assist you in its preparation. If this is an important vote, you would be well advised to have your signature notarized. It will add seriousness to its weight as well as putting your designee on stronger ground.

1. Make multiple copies. Copies should be given to all attending board members; the individual holding the proxy should be advised to get a resolution of the Board adopting the Proxy prior to other matters being discussed. A copy should be kept in the corporate minute book, as well as in the personal records of the person designated to vote the proxy and the proxy holder him or herself.