

**DIVIDEND  
(Life Insurance Proceeds)  
(Directors' Resolution)**

---

..... *(Corporate name)*  
**DIRECTORS' RESOLUTION**  
**DATED AS OF .....**

---

**DECLARATION OF A DIVIDEND**

The Corporation owns and is the beneficiary of an insurance policy on the life of ..... *(name of insured)*;

The insured person died on ..... *(date)*;

The insured capital received by the Corporation is ..... DOLLARS (\$ .....);

Pursuant to an agreement entered into on ..... *(date)* between the shareholders of the Corporation, to which the deceased was a party, the proceeds of the insurance taken out on the life of the deceased shareholder must be distributed to his co-shareholders, pro rata to their holding of Class "...” shares of the Corporation;

A dividend must not encroach on the capital of the Corporation or jeopardize its solvency, as required by law;

The Board of Directors has the necessary authority to declare a dividend;

BE IT RESOLVED:

