**SOLE SHAREHOLDER CONTINGENCY PLAN CORPORATE RESOLUTION**

*\*\*This document is being provided through the Special Committee on Succession and Transition Planning as an example of a succession plan for the consideration by ISBA members. It is not intended as legal advice or a substitute for a lawyer’s own independent research or judgment in their specific circumstances. The ISBA makes no representations with respect to this example form as to its suitability for any particular purpose. If you use this example form, or any portion of it, you are agreeing to hold harmless the ISBA for any cause of action relating to it. Further, this example form may not be sold or republished without the express permission of the original author.\*\**

*The Special Committee encourages, and is happy to hear, your comments about this example form. If you have comments, questions, or suggestions for the Special Committee, please contact us at* *ISBASuccession@isba.org**.*

**Resolution**

I, the undersigned, being the sole Shareholder of , an Illinois Professional Corporation, pursuant to 805 ILCS 5/7.10, hereby take and approve the following action:

CONTINGENCY PLAN RESOLUTION TO APPOINT SUCCESSOR DIRECTOR IN THE EVENT OF THE DEATH OR DISABILITY OF CURRENT DIRECTOR.

1. In the event of the death of , the Sole Director of this Professional Corporation, \_\_\_\_\_\_\_\_\_, a licensed Illinois attorney, is hereby appointed as the sole Director of \_\_\_\_\_\_\_\_\_\_\_\_\_ effective immediately upon the death of \_\_\_\_\_\_\_\_\_\_\_\_. In such capacity, s/he shall have all of the powers and authority of the Professional Corporation, \_\_\_\_\_\_\_\_\_\_\_\_ to act as sole successor Director of , including but not limited to the authority to execute checks, manage and transfer bank accounts, trust accounts and transact any and all of the business of the corporation including but not limited to accessing and dealing with all digital accounts and assets. As such, sole Director s/he is authorized and directed to take all actions as may be necessary or appropriate to protect the rights and interests of the clients of \_\_\_\_\_\_\_\_\_\_\_\_\_. If there is a conflict of interest with regard to any specific client or clients' due to his/her involvement with the law firm, \_\_\_\_\_\_\_\_\_\_\_\_\_ or for any other reason, \_\_\_\_\_\_\_\_\_\_\_\_\_ is authorized and directed to appoint an appropriate substitute attorney or law firm subject to and in accordance with the Illinois Rules of Professional Responsibility for each such client in order to protect the rights and interests of all such clients pending the client selecting a successor attorney or law firm.
2. In the event that , the sole Director of this corporation, becomes disabled or is unable by reason of health to carry on the business of the corporation, \_\_\_\_\_\_\_\_\_\_\_\_is hereby appointed as the sole successor Director. This appointment shall become effective on the earlier of (a) receipt by \_\_\_\_\_\_\_\_\_\_\_\_\_ of written certification from \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_'s physician, Dr. \_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, Illinois or the then primary licensed physician then attending \_\_\_\_\_\_\_\_\_\_ that \_\_\_\_\_\_\_\_\_\_\_ become incapacitated to such an extent that he/she is unable to transact ordinary business prudently and (b) the date on which he/she is adjudicated legally disabled (c) or upon receipt of \_\_\_\_\_\_\_\_\_\_\_'s written statement that he/she is unable to act and therefore\_\_\_\_\_\_\_\_\_\_\_\_ is appointed sole Director of \_\_\_\_\_\_\_\_\_\_\_\_\_. Any person dealing with \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as sole Director may rely without liability on a photocopy of such written certification and a photocopy of this his/her position and authority. In such event \_\_\_\_\_\_\_\_\_\_\_\_ as successor Director of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, s/he shall have all of the powers and authority of the Professional Corporation to act as sole Director of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, including but not limited to the authority to execute checks, manage and transfer bank accounts, trust accounts and transact any and all of the business of the corporation including but not limited to accessing and dealing with all digital accounts and assets. As such sole Director s/he is authorized and directed to take all actions as may be necessary or appropriate as protect the rights and interests of the clients of \_\_\_\_\_\_\_\_\_\_\_\_\_. If there is a conflict of interest in regard to any specific clients or clients' due to his/her involvement with \_\_\_\_\_\_\_\_\_\_\_, or any of other reason, \_\_\_\_\_\_\_\_\_\_\_\_ is authorized and is directed to appoint an appropriate substitute attorney or law firm subject to and in accordance with the Illinois Rules of Professional Responsibility for each such client in order to protect the rights and interests of all such clients pending the client selecting a successor attorney or law firm.

Approved by:

Dated: , 20

 , Sole Shareholder