

Prepared by:

Iconic Title Agency LLC
1815 Lakewood Road
Suite 127
Toms River, NJ 08755

Certificate of Corporate Resolution

State of

Dated: _____, 20____

As an inducement for _____ (“Lender”) to rely hereon in extending its certain loan (“Loan”) in the original principal amount not to exceed \$_____ to (hereinafter collectively referred to as the “Borrowers”), as the (“Company”) hereby certify that: (a) he/she has custody of the corporate records of the Company; (b) he/she is authorized to execute and deliver this certificate on behalf of the Company; (c) he/she holds the respective offices designated below; and, (d) with reference to the Loan, the undersigned hereby certifies to the following:

1. Attached hereto as Exhibit “A” is a true and correct copy of the Resolution duly adopted by all of the Officers of the Company in conformity with the Articles of Organization of the Company and in accordance with the laws of the State of .
2. The Resolution has not been altered, amended, modified, rescinded or repealed in any way and are in full force and effect on the date hereof.
3. The Company is duly organized, validly existing and in good standing under the laws of the State of Florida.
4. The Company is duly authorized as a Corporation and is in good standing in every jurisdiction in which is presently conducts business.
5. All franchise and other taxes required to maintain the Company’s corporate existence have been paid when due and none of such taxes are delinquent.
6. No proceedings are pending for the forfeiture of the Company’s Articles of Organization or for its dissolution, voluntary or involuntary.
7. There is no provision in the Articles of Incorporation, or By-Laws of the Company limiting the above-described Resolution, or the power of the Officers to pass the same and the Resolution

is in conformity with the provisions of the Company's Articles of Incorporation and other governing documents and agreements.

8. The Company has not been served with notice of any suits or proceedings pending in any court of law or before any regulatory commission, board or other administrative governmental agency against or affecting the Company and, to the best knowledge of the undersigned, none are threatened.

9. To the best knowledge of the undersigned, neither the Company nor any of their subsidiaries are the subject of any judgment or order of any governmental agency or entity or any court of law.

10. The Company has all requisite power to carry on its business as it is now being conducted and is presently proposed to be conducted.

11. As of the date hereof, no other Officers have been appointed for the Company.

12. Neither the Company nor any of its Officers or Shareholders are currently in any bankruptcy proceeding and the contemplated transactions are in the ordinary course of business.

13. of the Company, has authority to sign all of the loan documents on behalf of the Company, including but not limited to the Note, Mortgage, Assignment of Leases and Rents, and other related documents, which have been submitted to the Company and reviewed and approved.

14. , is the sole shareholder of the Company and owns 100% ownership interest in the Company, and pursuant to the attached resolution of shareholders and officers, is authorized to sign the loan documents as set forth herein.

15. This certification is made for the purpose of inducing the Lender to extend the Loan to the Company and to induce _____ (the "Title Insurer") and **Iconic Title Agency LLC** (the "Closing Agent") to issue a commitment and policy insuring the Lender's mortgage interest in the Property described as:

16. The undersigned herein agrees to indemnify and hold harmless Lender, Title Insurer, Closing Agent, and their respective agents, legal counsel, and others relying on the statements herein against any loss or damage resulting from giving the loan based on the information given in this affidavit.

STATE OF

I, _____, being duly sworn, make this my affidavit and state:

Date: _____

Affiant's Name

Subscribed and sworn to before me on this _____ day of _____ by _____
_____.

Notary Public Signature

My Commission Expires: