

CERTIFICATE OF RESOLUTION TO BORROW

The undersigned hereby certifies to _____ ("Bank") that the undersigned is (are) all of the Authorized Officers, Shareholder(s), Managing Member(s), Member(s) or Manager(s) in whom management of _____, (the "Company") duly organized and existing under the laws of the _____, is vested by the Organizational Documents (as defined below) of the COMPANY, that the following is a true copy of the Resolution duly adopted by each required Shareholders, Officers, Managing Member(s), Member(s), Manager(s) or Authorized Person; that such Resolution is in full force and effect and has not been amended or rescinded; and that there is no provision in the Certificate or Articles of Formation or Organization, Operating Agreement or other organizational documents (the "Organizational Documents") of the COMPANY, or the laws of _____, limiting the power of such Officers, Shareholders, Managing Member(s), Member(s) or Manager(s) to pass the following Resolution, which is in full conformity with the provisions of the Organizational Documents of the COMPANY and the laws of _____.

RESOLVED, that EACH of the present holder(s) of the following office(s) and/or position(s) of COMPANY and his (her) successor(s) in office, membership or position:

is (are) hereby authorized, on behalf of, in the name of and for the account of COMPANY as the Borrower, to:

a. borrow \$ _____, and/or obtain or continue credit (with or without security) from Bank, upon such terms and conditions and in such amounts as such officer(s), Shareholders or position-holder(s) may deem desirable;

b. execute and/or endorse all documents necessary or required by Bank to evidence or consummate any loan to Borrower;

c. guarantee the obligations of others to Bank;

d. engage in business transactions of all nature and kind on behalf of itself and Borrower and/or to enter into all manner of contractual relationships with Bank on behalf of itself and Borrower;

e. grant a security interest of any kind in, assign, mortgage, or otherwise encumber property, whether real, personal, tangible, intangible and/or mixed (including securities of all types and in whatever form), of Borrower as collateral securing payment or any performance relative to any loan to or guaranteed by Borrower;

f. sell, purchase and/or lease real, personal, tangible, intangible, and/or mixed property to/from Bank on behalf of the Borrower as its Sole Managing Member;

RESOLVED FURTHER, that the foregoing authority shall not be limited to the above-identified officer(s), member(s), position-holder(s) or other representative(s) of COMPANY but shall extend to such additional or different individuals as are named as being so authorized in any letter, form or other written or oral notice by any officer, position-holder or other representative of COMPANY identified.

RESOLVED FURTHER, that the Member(s) of COMPANY shall furnish Bank a certified copy of this Resolution, and Bank is hereby authorized to deal with the present holder(s) of said office(s), membership(s) or position(s) under the authority of this Resolution unless and until it shall be expressly notified in writing to the contrary by COMPANY.

RESOLVED FURTHER, that the Member(s) of COMPANY, shall, from time to time hereafter, as changes in the personnel of the said office(s), membership(s) or position(s) of COMPANY, are made, immediately certify such changes to Bank, and that Bank shall be fully protected in relying upon such certifications of the Member(s) of COMPANY, and shall be indemnified and saved harmless from any claims, demands, expenses, losses and/or damages resulting from, or growing out of, honoring the signature of any officer(s), member(s), position-holder(s), representative(s), agent(s), or employee(s) so certified, or refusing to honor any signature not so certified which is not described or stated in the foregoing Resolution;

RESOLVED FURTHER, that the Member(s) of COMPANY is (are) authorized and directed to certify to Bank that the foregoing Resolution was duly adopted, and that the provisions thereof are in full conformity with the Organizational Documents;

RESOLVED FURTHER, that all transactions by any officer(s), member(s), position-holder(s), representative(s), agent(s), or employee(s) of COMPANY on its behalf and in its name with Bank prior to delivery of a certified copy of the foregoing Resolution are, in all respects, hereby ratified, confirmed and adopted.

RESOLVED FURTHER, that the present holder(s) of the above-identified office(s), membership(s) or position(s), is (are) expressly authorized and directed to affix the seal, if any, of COMPANY on any instrument and to adopt any facsimile seal for any occasion and purpose on any instrument as the seal, of COMPANY, and that this Resolution supersedes any By-law or other organizational document of COMPANY to the contrary; and

RESOLVED FURTHER, that any person(s) authorized to act on behalf of COMPANY pursuant to the terms of this Resolution is (are) fully authorized to take any action or exercise any powers as set out or granted by those terms in relation to any subsidiary, parent or affiliate of COMPANY.

We, finally, certify that the following is (are) the person(s) who now hold(s) the office(s), membership(s), and/or position(s) referred to in this Resolution above, that his (her) bona fide signature(s) is (are) set forth below, and that the undersigned are all of the Shareholders of COMPANY:

IN WITNESS WHEREOF, we have hereunto subscribed my/our name(s) and affixed the seal, if any, of COMPANY on the ____ day of _____, 20__.

STATE OF

On ____ day of _____, _____, before me, _____, Notary Public in and for said county, personally appeared _____, who has/have satisfactorily identified him/her/themselves as the signer(s) or witness(es) to the above-referenced document.

Notary Public Signature

My Commission Expires: