

CERTIFIED COPY OF RESOLUTION OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF

\_\_\_\_\_.

The \_\_\_\_\_ undersigned, \_\_\_\_\_ Corporate Secretary of

\_\_\_\_\_, a \_\_\_\_\_ Corporation,  
does hereby certify that the following is a true and correct copy of a Resolution unanimously  
adopted at a Special Meeting of the Board of Directors and Shareholders of the said corporation,  
a quorum of its members being present, held in the City of \_\_\_\_\_,  
in \_\_\_\_\_ County, State of \_\_\_\_\_ on  
the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_, and that  
this Resolution has not been revoked by any subsequent action of the Board of Directors or  
Shareholders of said corporation, but is still in full force and effect:

**RESOLVED:** That it is in the Corporation's best interests to \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ ; and

**RESOLVED FURTHER:** That the terms and conditions of the resolutions and  
consideration set forth therein, are all fair and reasonable and should be and are hereby approved  
on behalf of the Corporation; and

**BE IT RESOLVED FURTHER:** That \_\_\_\_\_, as  
\_\_\_\_\_ of the Corporation, be, and he is hereby, authorized,  
empowered and directed to take such action(s) and to execute any and all such documents,  
agreements, instruments or certificates as may be necessary or appropriate in his discretion to  
consummate the above transactions.

By: \_\_\_\_\_  
Its: Secretary

\_\_\_\_\_  
Date