

**CONSULT YOUR LAWYER BEFORE SIGNING THIS INSTRUMENT—THIS INSTRUMENT SHOULD BE USED BY LAWYERS ONLY.**

The undersigned, the secretary of

, a New York corporation,

**DOES HEREBY CERTIFY:**

1. At a meeting of the board of directors of the above mentioned corporation, duly called and held this day at which a quorum was present and acted throughout, the board of directors unanimously adopted the following resolution, which has not been modified or rescinded:

**RESOLVED**, that the corporation execute and deliver to  
or to any other person or corporation a mortgage covering the property owned by said corporation located  
at  
such mortgage to be for the sum of \$ \_\_\_\_\_ to secure payment of a note of the corporation,  
bearing even date therewith, conditioned for the payment of said sum, with interest thereon.

that said note and mortgage  
be in such form and contain such interest rate or rates, time of payment, including installment payments, and such other terms, provisions, conditions, stipulations and agreements as the officer of the corporation executing the same may deem proper and advisable; and that the president or vice president or any other officer of the corporation be and each of them hereby is authorized to execute and deliver such note and mortgage and such other instruments as such officer may deem proper and advisable and to affix the seal of the corporation thereto.

2. Neither the certificate of incorporation nor the by-laws contain any special requirement as to the number of directors required to pass such resolution.

3. The certificate of incorporation of the corporation does not require any vote or consent of shareholders to authorize the making of such mortgage.

This certificate is made and delivered in order to induce the lender referred to in the foregoing resolution to make the loan and accept the mortgage referred to therein and to induce any title insurance company to issue a policy of title insurance insuring to such lender the validity and priority of such mortgage.

**IN WITNESS WHEREOF**, the undersigned has hereto affixed h \_\_\_\_\_ hand and the seal of the above mentioned corporation this \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_.

(Corporate Seal)

STATE OF NEW YORK

ss.:

COUNTY OF

I,  
being duly sworn say:

I reside at  
and am the secretary of

The persons who have executed the foregoing consent to the sale/lease of real property owned by said corporation are the holders of all the outstanding shares of stock of said corporation. That such sale/lease has been duly authorized by the board of directors of the corporation.

This affidavit is made to induce  
to accept a deed/lease of the above mentioned premises and any title insurance company to insure the title thereto.