

CERTIFICATE OF RESOLUTION

THE UNDERSIGNED being sole proprietor hereby agrees, certifies and acknowledges the following:

1. _____ is the sole proprietor of _____.
2. The Corporation is a duly formed, validly existing corporation which is active and in good standing under the laws of the State of New York. The address that should be used in the loan documents and for notice purposes is _____.
3. Attached hereto as Exhibit "A" is a true, complete and correct copy of the Certificate of Incorporation and proof of filing thereof with the Secretary of State.
4. The following resolutions set forth below is hereby adopted, and the same have not been revoked, canceled, annulled or amended in any manner and are in full force and effect on the date hereof.

RESOLVED, that the Corporation approves of that certain loan (the "Loan") from _____ (the "Lender") in the amount of \$ _____ to the Company which Loan shall be secured by that certain parcel of real property known as _____ described as (the "Property").

FURTHER RESOLVED, that these resolutions shall continue in full force and effect and may be relied upon by any person until receipt of written notice of any change.

IN WITNESS WHEREOF, the undersigned Directors and Shareholders have hereinto set their hands on this _____ day of _____, 20_____

BY: _____

State of New York, County of _____ ss:

On the ____ day of _____, in the year 20__ before me, personally appeared _____ personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

NOTARY PUBLIC

IN WITNESS WHEREOF, the said part of the first part, pursuant to a resolution of its Board of Directors, have caused this instrument to be signed by its President and attested by its Secretary, and its corporate seal to be hereunto affixed, the day and year first above written.

By: _____, as President

Attest: _____, as Secretary