

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, Secretary of \_\_\_\_\_,  
a corporation duly organized and existing under the laws of the State of \_\_\_\_\_

DO HEREBY CERTIFY:

- A. That the foregoing is a true copy of a certain Resolution duly adopted, in accordance with the by-laws, by the Board of Directors of the said Company, at, and recorded in the minutes of a meeting of the said Board duly held on \_\_\_\_\_, 20\_\_\_\_\_, and of the whole of the said Resolution, and that the said Resolution has not been rescinded or modified.
- B. That accompanying this certificate are:
  - a. A copy of the Charter or Certificate of Incorporation of the said Company, with all amendments to date, duly certified under official seal by the state officer having custody of the original thereof;
  - b. A true and complete copy of the by-laws of the said Company, as at present in force;
  - c. A signature card bearing the names and specimen signatures of all the officers of said Company;
  - d. Specimens of certificates of each denomination and class of stock of the said Company in the form adopted by the said Company; and
  - e. An opinion by counsel for the Company covering validity of the outstanding shares referred to in the above-mentioned Resolution and their registration or exemption from registration under the Securities Act of 1933 as amended.

C. That the total authorized stock of said Company is: \_\_\_\_\_ Shares, divided into:

	Shares		Stock of		Par Value each
	Shares		Stock of		Par Value each
	Shares		Stock of		Par Value each

That of the said authorized stock, there are now issued:

	Shares of the said		Stock
	Shares of the said		Stock
	Shares of the said		Stock

That such issue has been duly authorized and that all of the said shares are fully paid.

D. That the following are true and correct with respect to the said Company:

Title	Name	Address
President		
Vice-President		
Secretary		
Officer		
Counsel		

Company

Address: \_\_\_\_\_

(Corporate Seal)

\_\_\_\_\_ Date

\_\_\_\_\_ Secretary