SECRETARY’S CERTIFICATE

## I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a **[STATE]** corporation, (the “Corporation”), certify that the following are true and complete resolutions which were adopted **[INSERT HERE EITHER (1) “unanimously” or (2) “by quorum”]** at a duly called and held meeting of the Board of Directors of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ on the \_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_, and that such resolutions have not been amended or modified and continue to be in full force and effect:

RESOLVED, that the Corporation execute and deliver all contracts which it deems to be necessary or appropriate to carry out its business; and

RESOLVED, that **[NAME OF OFFICER]**, as **[TITLE OF OFFICE]** of the Corporation, is directed to execute and deliver all contracts on behalf of the Corporation **[INSERT HERE LIMITATIONS, IF ANY, ON THE AUTHORITY TO SIGN, SUCH AS UP TO A MAXIMUM DOLLAR AMOUNT]** and to do all things necessary or appropriate to carry out the terms of those contracts, including executing and delivering all agreements and documents contemplated by those contracts.

I further certify that **[NAME OF OFFICER]** now holds the office of **[TITLE OF OFFICE]** and that he has held that office since **[DATE APPOINTED]**.

I am signing this certificate on \_\_\_\_\_\_\_\_\_, 20\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NAME

Secretary

**NOTE: IF THE BOARD INTENDS TO REFERENCE THE PARTICULAR STATE CONTRACT, THEN OMIT THE ABOVE TWO RESOLUTIONS AND SUBSTITUTE THE FOLLOWING IN THEIR PLACE:**

RESOLVED, that the Corporation execute and deliver to the State of Connecticut a certain \_\_\_\_\_\_\_\_\_ agreement (the “Agreement”), in the form previously distributed to the Board of Directors, pursuant to which the Corporation would \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_; and

RESOLVED, that **[NAME OF OFFICER]**, as **[TITLE OF OFFICE]**of the Corporation, is directed to execute and deliver the Agreement on behalf of the Corporation and to do all things necessary or appropriate to carry out the terms of the Agreement, including executing and delivering all agreements and documents contemplated by the Agreement.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, LLC

CONSENT TO ACTION

The undersigned, **[INSERT HERE JUST ONE OF THE FOLLOWING TWO PHRASES, WHICHEVER APPLIES, USING EITHER “member” or “manager” AS APPLICABLE: (1) “being all of the members/managers” OR (2) “being the sole member/manager” ]** of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, LLC (the “Company”), a Connecticut limited liability company, in accordance with the Connecticut General Statutes and the Company’s governing agreement, unanimously resolve as follows:

that the Company execute and deliver any and all contracts which it deems to be necessary or appropriate to carry out its business; and

that **[NAME OF MEMBER/MANAGER]**, as **[TITLE OF OFFICE]** of the Company, is directed to execute and deliver all contracts on behalf of the Company **[INSERT HERE LIMITATIONS, IF ANY, ON THE AUTHORITY TO SIGN, SUCH AS UP TO A MAXIMUM DOLLAR AMOUNT]** and to do all things necessary or appropriate to carry out the terms of such contracts, including executing and delivering all agreements and documents contemplated by those contracts.

The undersigned are signing this consent on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NAME

**[TITLE]**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NAME

**[TITLE]**

**NOTE: IF THE GOVERNING BODY INTENDS TO REFERENCE THE PARTICULAR STATE CONTRACT, THEN OMIT THE ABOVE TWO RESOLUTIONS AND SUBSTITUTE THE FOLLOWING IN THEIR PLACE:**

that the Company execute and deliver to the State of Connecticut a certain \_\_\_\_\_\_\_\_\_ agreement (the “Agreement”), in the form previously distributed to the **[MEMBERS/MANAGERS]**, pursuant to which the Company would \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_; and

that **[NAME OF MEMBER/MANAGER]**, as **[TITLE OF OFFICE]**of the Company, is directed to execute and deliver the Agreement on behalf of the Company and to do all things necessary or appropriate to carry out the terms of the Agreement, including executing and delivering all agreements and documents contemplated by the Agreement.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ PARTNERSHIP

CONSENT TO PARTNERSHIP ACTION

The undersigned, being all of the General Partners of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Partnership (the “Partnership”), a Connecticut general partnership, in accordance with their partnership agreement and the Connecticut General Statutes, unanimously resolve as follows:

that the Partnership may execute and deliver all contracts which it deems to be necessary or appropriate to carry out its business; and

that **[NAME OF PARTNER]**, as **[TITLE OF OFFICE]** of the Partnership, is directed to execute and deliver all contracts on behalf of the Partnership **[INSERT HERE LIMITATIONS, IF ANY, ON THE AUTHORITY TO SIGN, SUCH AS UP TO A MAXIMUM DOLLAR AMOUNT]** and to do all things necessary or appropriate to carry out the terms of those contracts, including executing and delivering all agreements and documents contemplated by those contracts.

The undersigned are signing this consent on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NAME

**[TITLE]**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NAME

**[TITLE]**

**NOTE: IF THE GOVERNING BODY INTENDS TO REFERENCE THE PARTICULAR STATE CONTRACT, THEN OMIT THE ABOVE TWO RESOLUTIONS AND SUBSTITUTE THE FOLLOWING IN THEIR PLACE:**

that the Partnership execute and deliver to the State of Connecticut a certain \_\_\_\_\_\_\_\_\_ agreement (the “Agreement”), in the form previously distributed to the partners, pursuant to which the Partnership would \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_; and

that **[NAME OF PARTNER]**, as **[TITLE OF OFFICE]**of the Partnership, is directed to execute and deliver the Agreement on behalf of the Partnership and to do all things necessary or appropriate to carry out the terms of the Agreement, including executing and delivering all agreements and documents contemplated by the Agreement.