

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

Certificate of Authority

The undersigned _____, being a/the duly elected, qualified and acting

of _____, a New York Limited Liability
(member, manager, officer) (name of the organization)
Company (referred to in this Certificate as "the Company"),

Does Hereby Certify:

1. That the Articles of Organization of the Company have been duly filed with the New York Secretary of State on _____, and that said Articles of Organization have not been _____ amended.
(insert "further" if appropriate)
2. That the Articles of Organization, or a Notice containing the substance of same, has been duly published as required by law.
3. That the Operating Agreement of the Company has not been amended or repealed and remains in full force and effect on the date of this Certificate.
4. That neither the Articles of Organization nor the Operating Agreement require, nor have either of said documents been amended to require, any act be taken or meeting be held by Members and/or Managers of the Company other than the following:
5. That all of the said requirements of the Operating Agreement, or of statute if the Operating Agreement is silent, with respect to the meeting and/or consent of Members and/or Managers of the Company to the proposed sale or mortgage have been met. A true copy of the duly adopted resolution(s) authorizing the transaction, is/are annexed to this Certificate. Said resolution(s) have not been amended or revoked, and remain(s) in full force and effect.
6. That the following person(s) has/have been and is/are duly authorized by the Company to execute all documents necessary to effectuate the proposed sale or mortgage, and that the signature set forth opposite his/her name is his/her genuine signature:

| NAME | OFFICE | SIGNATURE |
|------|--------|-----------|
| | | _____ |
| | | _____ |
| | | _____ |

7. This Certificate of Authority is made and delivered in order to induce the purchaser and/or mortgagee to accept the transfer or mortgage, and to induce any title insurance company to issue a policy of title insurance insuring the validity of such transfer or mortgage.

In Witness Whereof, the undersigned has executed this Certificate this _____ day of _____ in the year _____.

STATE OF NEW YORK, COUNTY OF _____

On the _____ day of _____ in the year _____, before me, the undersigned, 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 on behalf of which the individual(s) acted, executed the instrument.

RETURN BY MAIL TO:

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| DISTRIBUTED BY |
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