Secretary’s Certificate
(General)
[NAME OF COMPANY]

CERTIFICATE OF [ASSISTANT] SECRETARY

[____], 20[__]

I, [NAME OF OFFICER], hereby certify that I am the duly elected, qualified and acting [Assistant] Secretary of [NAME OF COMPANY], a [_____] corporation (the “Company”), and in my capacity as such officer, I further certify as follows pursuant to [NAME OF AGREEMENT] (the “Agreement”), dated as of the date hereof. Capitalized terms used but not defined herein shall have the meanings provided for such terms in the Agreement.

1. Attached hereto as Exhibit A is a true and complete copy of the bylaws of the Company as in effect on the date hereof.

2. Attached hereto as Exhibit B is a true and complete copy of all resolutions adopted by the board of directors [and the stockholders] of the Company authorizing the execution, delivery and performance of the [Transaction Documents]. Such resolutions are in full force and effect and are all the resolutions adopted in connection with the transactions contemplated by the Transaction Documents.

3. [Attached hereto as Exhibit [____] is a true, complete and correct copy of the Charter, as amended and as of a recent date certified by the Secretary of State of [STATE].] The Charter has not been amended since [__________]. [No amendment to the Charter has been authorized by the stockholders or by the board of directors of the Company that has not been filed with the Secretary of State of [STATE], and since [DATE CERTIFICATE OF GOOD STANDING WAS ISSUED] no change has occurred in the good standing of the Company under the laws of [STATE]].

4. The persons whose names appear on Exhibit C attached hereto are the duly elected, appointed or qualified and acting officers of the Company, occupying the offices set forth opposite their respective names, and the signatures set forth opposite their respective names are their true signatures.

5. The issued and outstanding shares of capital stock of the Company (the “Shares”) are owned of record, and to the best of my knowledge, beneficially, as set forth on Exhibit D attached hereto. The Shares constitute all of the outstanding shares of capital stock of the Company and have been duly authorized and validly issued.

[The remainder of this page has been intentionally left blank.]
IN WITNESS WHEREOF, I have set my hand as of the date first written above.

Name: [Assistant] Secretary

I, [NAME OF OFFICER], hereby certify that I am the duly elected and acting [TITLE] of [NAME OF COMPANY], a [_____] corporation, and appearing above is the true signature of [NAME OF SECRETARY OR ASSISTANT SECRETARY], the duly elected, qualified and acting [TITLE] of such Company.

Name: _______________________________
Title: _______________________________
EXHIBIT A

BYLAWS
EXHIBIT B

DIRECTORS’ AND STOCKHOLDERS’ RESOLUTIONS
## Incumbent Officers

<table>
<thead>
<tr>
<th>Officer Name</th>
<th>Office</th>
<th>Specimen Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Treasurer</td>
<td></td>
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<tr>
<td>Secretary</td>
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</tbody>
</table>
EXHIBIT [ ]

CHARTER
[EXHIBIT D]

OUTSTANDING CAPITAL STOCK