



Manager's Certificate (General)

Document 1358D

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[NAME OF COMPANY]

CERTIFICATE OF MANAGER[S]

[____], 20[__]

The undersigned, being [the sole] [all of the] Manager[s] of [NAME OF COMPANY], a [____] limited liability company (the “**Company**”) hereby further certify as follows pursuant to the Operating Agreement (the “**Agreement**)

1. Attached hereto as Exhibit A is a true and complete copy of the Operating Agreement 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 Member[s] 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. The persons whose names appear on Exhibit C attached hereto are the duly elected, appointed or qualified and acting [officers, manager[s] or managing member] of the Company and the signatures set forth opposite [his/her or their] respective name[s] are true signatures.

4. [Attached hereto as Exhibit [] is a true, complete and correct copy of the [Name of Formation Document] (the “**Organizational Document**”), as amended and as of a recent date certified by the Secretary of State of the [STATE].] The Organizational Document has not been amended since [_____]. [No amendment to the Organizational Document has been authorized by Members of the Company that has not been filed with the Secretary of State of the [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 the [STATE]].

IN WITNESS WHEREOF, I have set my hand as of the date first written above.

Name: _____
Manager

OPERATING AGREEMENT

EXHIBIT A

MEMBER[S] RESOLUTIONS

EXHIBIT C

INCUMBENT [OFFICERS, MANAGER[S], MANAGING MEMBER]

NAME	TITLE	SPECIMEN SIGNATURE

ORGANIZATIONAL DOCUMENT