

The undersigned, the secretary of

, a New York corporation,

**DOES HEREBY CERTIFY:**

1. At a meeting of the board of directors of the above mentioned corporation, duly called and held this day at which a quorum was present and acted throughout, the board of directors unanimously adopted the following resolution, which has not been modified or rescinded:

**RESOLVED**, that the corporation execute and deliver to

or to any other person or corporation a mortgage covering the property owned by said corporation located at such mortgage to be for the sum of \$ to secure payment of a note of the corporation, bearing even date therewith, conditioned for the payment of said sum, with interest thereon,

that said note and mortgage be in such form and contain such interest rate or rates, time of payment, including installment payments, and such other terms, provisions, conditions, stipulations and agreements as the officer of the corporation executing the same may deem proper and advisable; and that the president or vice president or any other officer of the corporation be and each of them hereby is authorized to execute and deliver such note and mortgage and such other instruments as such officer may deem proper and advisable and to affix the seal of the corporation thereto.

2. Neither the certificate of incorporation nor the by-laws contain any special requirement as to the number of directors required to pass such resolution.

3. The certificate of incorporation of the corporation does not require any vote or consent of shareholders to authorize the making of such mortgage.

This certificate is made and delivered in order to induce the lender referred to in the foregoing resolution to make the loan and accept the mortgage referred to therein and to induce any title insurance company to issue a policy of title insurance insuring to such lender the validity and priority of such mortgage.

**IN WITNESS WHEREOF**, the undersigned has hereto affixed h hand and the seal of the above mentioned corporation this day of , .

(Corporate Seal)

**TO BE USED ONLY WHEN ACKNOWLEDGMENT IS MADE IN NEW YORK STATE**

State of New York, County of

ss:

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 upon behalf of which the individual(s) acted, executed the instrument.

(signature and office of individual taking acknowledgment)

Note: The mortgage should contain the following recital: "The execution of this mortgage has been duly authorized by the board of directors of the mortgagor." See Section 911 of the Business Corporation Law. Subdivision (e) of Section 715 of said law provides that the offices of president and secretary may not be held by the same person.

Title No.

Dated

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**CERTIFICATE OF DIRECTORS'  
RESOLUTION TO MORTGAGE  
CORPORATE PROPERTY**

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