

**CONSULT YOUR LAWYER BEFORE SIGNING THIS INSTRUMENT –
THIS INSTRUMENT SHOULD BE USED BY LAWYERS ONLY**

**SHAREHOLDER CONSENT – TWO-THIRDS CONSENT
TO SALE OR LEASE (Secretary’s Affidavit)**

Title No.:
STATE OF NEW YORK)
COUNTY OF) ss.:

I, being duly sworn say:
I reside at
I am the secretary of

(Use either A or B below by deleting that portion which does not apply)

A) (To be used for corporations in existence on February 22, 1998 in which the certificate of incorporation provides for a majority of the votes of all outstanding shares entitled to vote thereon, or for corporations incorporated after February 22, 1998.)

The certificate of incorporation does not require, and it has not been amended to require, the consent of more than a majority of the shareholders nor the consent of more than a majority of a quorum of directors of said corporation to any sale/lease by the corporation of all or any part of its real property.

At a meeting held on _____, of the shareholders of said corporation duly called for the purpose of authorizing the sale/lease of real property owned by the corporation, of which due notice was given, more than a majority of the total number of shareholders by vote, adopted the following resolution:

B) (To be used for corporations in existence on February 22, 1998 other than those referred to in A above.)

The certificate of incorporation does not require, and it has not been amended to require, the consent of more than two-thirds of the shareholders nor the consent of more than a majority of a quorum of directors of said corporation to any sale/lease by the corporation of all or any part of its real property.

At a meeting held on _____, of the shareholders of said corporation duly called for the purpose of authorizing the sale/lease of real property owned by the corporation of which due notice was given, more than two-thirds of the total number of shareholders by vote, adopted the following resolution:

RESOLVED, That the corporation sell/lease its real property at
On such terms as the board of directors of
the corporation may determine.

The board of directors of the corporation has duly authorized said sale/lease.

This affidavit is made to induce _____ to accept a deed/lease
to the above mentioned premises and any title insurance company to insure the title thereto.

Sworn to before me this _____
day of _____,

Notary Public

Form 1000-14