

CORPORATION CERTIFICATE OF INCUMBENCY

CERTIFICATE OF INCUMBENCY

[FULL LEGAL NAME OF THE ENTITY] (a Delaware corporation)

The undersigned, [CERTIFYING PERSON S FULL LEGAL NAME], the duly elected, qualified, and acting **Secretary** of [FULL LEGAL NAME OF THE ENTITY], a Delaware corporation (the "Corporation"), **DOES HEREBY CERTIFY**, in such capacity and not individually, as of , as follows:

1. The Corporation

The Corporation is a Delaware corporation, duly incorporated on , with its principal office located at [PRINCIPAL OFFICE ADDRESS].

The Corporation is validly existing and in **good standing** under the laws of the State of [STATE], has the full corporate power and authority to own its properties and conduct its business, and has not taken, and to the knowledge of the undersigned there has not been taken, any action for the Corporation's dissolution, liquidation, or winding up.

The Certificate of Incorporation and the Bylaws of the Corporation, as in effect on the date hereof, are in full force and effect and have not been amended, modified, rescinded, or revoked, except as disclosed in writing to the recipient hereof.

2. Incumbent Officers

Each of the persons named below is, as of the date hereof, a duly elected or appointed, qualified, and acting officer of the Corporation, holding the office set forth opposite such person's name, and the signature appearing opposite such person's name is the genuine signature of such officer:

| Name | Title / Office | Specimen Signature | |---|---|---|

Each such officer has been duly authorized to execute and deliver, on behalf of the Corporation, all agreements, instruments, certificates, and other documents in connection with **to evidence the incumbency and authority of the persons listed below to act on behalf of the Entity**, and to take all such further actions as such officer shall deem necessary or advisable to carry out the intent and purposes of the foregoing.

4. Reliance

This Certificate is delivered for the benefit of, and may be conclusively relied upon by, the recipient hereof and its successors, assigns, counsel, auditors, and agents, until written notice of revocation or

modification is actually received by the recipient. to evidence the incumbency and authority of the persons listed below to act on behalf of the Entity.

5. Authority to Certify

The undersigned is duly authorized to execute and deliver this Certificate on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incumbency as of .

Secretary

_____ PRINTED NAME

_____ SIGNATURE

_____ DATE

Cross-Certification

The undersigned, ****, the duly elected, qualified, and acting **President** of the Corporation, **HEREBY CERTIFIES** that [CERTIFYING PERSON S FULL LEGAL NAME] is, as of the date hereof, the duly elected, qualified, and acting **Secretary** of the Corporation, and that the signature appearing above is the genuine signature of such officer.

President

_____ PRINTED NAME

_____ SIGNATURE

_____ DATE

Notary Acknowledgment

State of [STATE] County of _____

On this ____ day of _____, **20**, before me, the undersigned notary public, personally appeared [CERTIFYING PERSON S FULL LEGAL NAME], proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity as **Secretary** of [FULL LEGAL NAME OF THE

ENTITY], and that by his/her signature on the instrument the entity upon behalf of which the person acted executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of [STATE] that the foregoing is true and correct.

Notary Public: _____ My commission expires: _____

[NOTARY SEAL]