

CONSENT OF MEMBERS

The undersigned, all of the Members of

a Limited Liability Company formed under the Laws of the State of New York with its address at _____.

DO HEREBY CERTIFY:

1. The Articles of Organization of the Company were duly filed with the New York Secretary of State, and said Articles have not been amended.
2. The members of the Limited Liability Company are _____ as to _____ and _____ as to _____. The Operating Agreement of the Company has not repealed and remains in full force and effect.
3. That neither the Articles of Organization nor the Operating Agreement require any act to be taken or meeting to be held by members and/or managers of the Company.
4. That all the requirements of the Operating Agreement, or of Statute if the Operating Agreement is silent, with respect to any meetings and/or consent of members to the proposed mortgage have been met.
5. More specifically, at a meeting of the members of the above-mentioned Limited Liability Company, duly called and held this day at which the members were present and acted throughout, the members unanimously adopted the following resolution, which has not been modified or rescinded:
6. **RESOLVED**, that the Limited Liability Company execute and deliver to _____ or to any other person or corporation a _____ mortgage covering the property owned by said Limited Liability Company located at _____ to secure payment of a note of the Limited Liability Company, 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 Member of the Limited Liability Company executing the same may deem proper and advisable.
7. _____ is authorized to execute and deliver including but not limited to such Note and Mortgage and such other instruments as such member may deem proper and advisable.

His signature is as set forth herein:

By: _____

Name:

Title:

Sworn to before me this
day of _____,

Notary Public