

**Certification of Resolution for**

**C OR S CORPORATION**

**to enter into a Listing Agreement with a Broker**

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| I, |       | , Secretary of |
|  | Secretary’s Name |  |
|       |
| Legal Name of Corporation |
| (**Company**), a |       | corporation, do hereby certify that the following is a |
|  | State of Incorporation |  |
| true and correct copy of the resolution duly adopted by the Board of Directors of the Company,  |
|  |
| and that such resolution remains in full force and effect: |
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|  |  |
| --- | --- |
| “Be it resolved that |       |
|  | Name of Authorized Person |
| the |       | of the Company, is hereby |
|  | Title – President, Vice-President, or Other |  |
| directed, with full and complete authority, to execute and deliver in the name of and on  |
|  |
| behalf of the Company, the Exclusive Listing Agreement dated |       |
|  | Date of Listing Agreement |
| between the Company and |
|  |
|       | , |
| Name of Brokerage Firm |  |
| to list for sale, lease or exchange certain assets or stock in the Company as described |
|  |
| therein and to perform any necessary act in connection with the execution and delivery |
|  |
| of such agreement. |

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|  |
| Secretary’s Signature |
|       |
| Date |