

CONSULT YOUR LAWYER BEFORE SIGNING THIS INSTRUMENT-THIS INSTRUMENT SHOULD BE USED BY LAWYERS ONLY.

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

NOTE: See Section 909 of the Business Corporation Law. The deed or lease should contain the following recital: "This (conveyance)(lease) has been made with the consent of at least (two-thirds)(a majority) of the outstanding shares of the party of the first part entitled to vote thereon obtained at a meeting duly called."

Use this form where consent of shareholders was obtained at a meeting. If unanimous consent in writing was obtained, use the form on the reverse side.