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

Certificate of Authority

The undersigned _____ , being a/the duly elected, qualified and acting

_____ of _____ , a New York Limited Liability
(member, manager, officer) (name of the organization)
Company (referred to in this Certificate as "the Company"),

Does Hereby Certify:

1. That the Articles of Organization of the Company have been duly filed with the New York Secretary of State on _____ , and
   that said Articles of Organization have not been amended.
   (insert further if appropriate)
2. That the Articles of Organization, or a Notice containing the substance of same, has been duly published as required by law.
3. That the Operating Agreement of the Company has not been amended or repealed and remains in full force and effect on the date of this Certificate.
4. That neither the Articles of Organization nor the Operating Agreement require, nor have either of said documents been amended to require, any act be taken or meeting be held by Members and/or Managers of the Company other than the following:
5. That all of the said requirements of the Operating Agreement, or of statute if the Operating Agreement is silent, with respect to the meeting and/or consent of Members and/or Managers of the Company to the proposed sale or mortgage have been met. A true copy of the duly adopted resolution(s) authorizing the transaction, is/are annexed to this Certificate. Said resolution(s) have not been amended or revoked, and remain(s) in full force and effect.
6. That the following person(s) has/have been and is/are duly authorized by the Company to execute all documents necessary to effectuate the proposed sale or mortgage, and that the signature set forth opposite his/her name is his/her genuine signature:

NAME	OFFICE	SIGNATURE
		_____
		_____
		_____

7. This Certificate of Authority is made and delivered in order to induce the purchaser and/or mortgagee to accept the transfer or mortgage, and to induce any title insurance company to issue a policy of title insurance insuring the validity of such transfer or mortgage.

In Witness Whereof, the undersigned has executed this Certificate this day of in the year .

_____

STATE OF , COUNTY OF

On the day of in the year , before me, the undersigned, personally appeared

, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person on behalf of which the individual(s) acted, executed the instrument.