

Certificate of Secretary

1. \_\_\_\_\_, Secretary of \_\_\_\_\_ a corporation

duly organized and existing under the laws of the State of \_\_\_\_\_ DO HEREBY CERTIFY

A. That the foregoing is a true copy of a certain Resolution duly adopted, in accordance with the By-Laws, by the Board of Directors of the said corporation, at, and recorded in the minutes of a meeting of the said Board duly held on \_\_\_\_\_ 20\_\_\_\_, and of the whole of the said Resolution, and that the said Resolution has not been rescinded or modified.

B. That, accompanying this Certificate are:

- (1) A copy of the Charter or Certificate of Incorporation of the said Corporation, with all amendments to date, duly certified under official seal by the state officer having custody of the original thereof;
- (2) A true and complete copy of the By-Laws of the said Corporation, as at present in force;
- (3) A signature card bearing the names and specimen signatures of all the officers of the said Corporation;
- (4) Specimens of certificates of each denomination and class stock of the said Corporation in the form adopted by the said Corporation; and
- (5) An opinion by counsel for the Corporation covering validity of the outstanding shares referred to in the above-mentioned Resolution and their registration or exemption from registration under the Securities Act of 1933 as amended.

C. That the total authorized stock of the said Corporation is: \_\_\_\_\_ Shares, divided into

_____ Shares of _____	Stock of _____	Par Value each;
_____ Shares of _____	Stock of _____	Par Value each;
_____ Shares of _____	Stock of _____	Par Value each;

That of the said authorized stock, there are now issued:

_____ Shares of the said _____	Stock
_____ Shares of the said _____	Stock
_____ Shares of the said _____	Stock

that such issue has been duly authorized, and that all of the said shares are fully paid.

D. That the following data are true and correct with respect to the said Corporation:

	<u>Names of Officers</u>	<u>Addresses</u>
President	_____	_____
VicePresident	_____	_____
VicePresident	_____	_____
Secretary	_____	_____
Asst. Secretary	_____	_____
Treasurer	_____	_____
Asst. Treasurer	_____	_____
Counsel	_____	
Address	_____	

Address of Corporation \_\_\_\_\_

IN WITNESS WHEREOF , I have hereunto set my hand, and affixed the seal of the said Corporation, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Secretary

(CORPORATE SEAL)

Agreed to and accepted: \_\_\_\_\_ Sterling ETS, LLC.  
By \_\_\_\_\_