

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

, the President and
, the Secretary of

a corporation organized under the laws of the State of New York, **DO HEREBY CERTIFY:**

THAT the holders of not less than two-thirds of the total number of shares of the capital stock of said corporation outstanding, entitled to vote thereon, have duly consented that said corporation execute and deliver to

or to any other person or corporation mortgage covering the property,
owned by said corporation, hereinafter described; said mortgage to be for the sum of

Dollars to secure payment of bond or note or said corporation, bearing even date
therewith, conditioned for the payment of said sum, with interest thereon.

And that said bond or note and mortgage be in such forms and contain such
interest rate or rates, time of payment, including instalment payments, and such other terms, provisions, conditions,
stipulations and agreements as the officer or officers of said corporation executing the same may deem proper and
advisable.

The property above referred to and to be covered by said mortgage is described as
follows:

TOGETHER WITH all right, title and interest, if any, of the corporation in and to any streets and roads
abutting the above described premises to the center lines thereof and together with all fixtures and articles of
personal property now or hereafter attached to or used in connection with said premises which may be described with
more particularity in said mortgage.

THAT such consent was given by said stockholders in writing in accordance with the provisions of Section 16 of
the Stock Corporation Law of the State of New York.

IN WITNESS WHEREOF, we have subscribed our names, the _____ day of _____, _____.

President.

Secretary.

Acknowledgement taken in New York State

State of New York, County of _____, ss:

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 upon behalf of which the individual(s) acted, executed the instrument.

Acknowledgement by Subscribing Witness taken in New York State

State of New York, County of _____, ss:

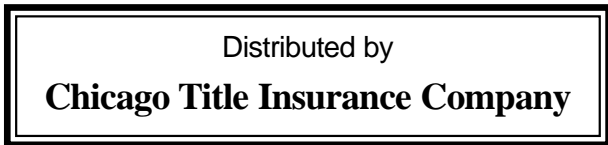
On the _____ day of _____, in the year _____, before me, the undersigned, personally appeared

the subscribing witness to the foregoing instrument, with whom I am personally acquainted, who being by me duly sworn, did depose and say, that he/she/they reside(s) in

that he/she/they know(s) to be the individual described in and who executed the foregoing instrument; that said subscribing witness was present and saw said execute the same; and that said witness at the same time subscribed his/her/their name(s) as a witness thereto.

Title No.: _____

TO



Acknowledgement taken in New York State

State of New York, County of _____, ss:

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 upon behalf of which the individual(s) acted, executed the instrument.

Acknowledgement taken outside New York State

*State of New York, County of _____, ss:
*(or insert District of Columbia, Territory, Possession or Foreign Country)

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 upon behalf of which the individual(s) acted, executed the instrument, and that such individual made such appearance before the undersigned in the

(add the city or political subdivision and the state or country or other place the acknowledgement was taken).

SECTION
BLOCK
LOT
COUNTY OR TOWN

RETURN BY MAIL TO:

Zip No.

RESERVE THIS SPACE FOR USE OF RECORDING OFFICE