M&T Bank
Manufacturers and Traders Trust Company

COMPANY GENERAL CERTIFICATE

FROM: _____ (the "Company")

The undersigned hereby certifies that he/she has the power and authority to execute and deliver this Company General Certificate to M&T Bank, M&T Bank, National Association, M&T Real Estate Trust, and any of their affiliates (any or collectively, a "Lender") on behalf of the Company. The undersigned further certifies that the following are true and correct:

1. Resolutions. The resolutions attached as Schedule A (the "Resolutions") were duly adopted by the Company's board of directors (if a corporation), membership (if a limited liability company), partners (if a general partnership) or such other governing body as may be applicable to the Company, at a meeting duly called and held, or by unanimous consent, on _____, 20_____; that none of the Resolutions have been rescinded, revoked or modified in any way; that each Resolution is in full force and effect on the date of this Certificate; and that neither any of the Resolutions nor any action taken or to be taken pursuant to any of the Resolutions violates, or will result in any violation of, any statute, regulation or other law applicable to the Company or the governing documents applicable to the Company, or any instrument, agreement or document to which the Company is a party, or by which the Company or any of its assets is bound.

2. Incumbency. Each person whose name appears below, opposite a title/position ("Position"), has been duly elected or appointed to and qualified for such Position at the Company and that on the date of this Certificate such person holds such Position; and that each signature appearing below is a true specimen of the signature of the person whose signature it purports to be.

NAME	TITLE/POSITION	SIGNATURE

3. Organization and Standing. The Company is duly organized, validly existing and in good standing under the laws of the State/Commonwealth of_____. No petition for dissolution has been filed or is pending. The Company has, and at the time of adoption of the Resolutions had, full power and lawful authority to adopt the Resolutions and to confer the powers granted in them to the Position or persons named or referenced in said Resolutions including any delegation of powers; and any person holding such Position or the person so named shall have full power and lawful authority to exercise those powers. No other action or consent of any other person or entity is necessary in order for this Certificate or the Resolutions to be effective.

4. Shareholder Consent to Guaranty (Corporation Only). If the Company is a corporation and the Company is guarantying the debt of another party, subordinating debt in favor of a Lender or pledging assets to secure the debt of another party, the shareholders holding at least two-thirds of the shares entitled to vote consented and approved at a shareholders' meeting, duly called and held on_____, 20_____, that the Company is empowered to execute and deliver to the Lender the Agreements which were authorized per the attached Resolutions. If the shareholder approval was by written consent, then attached as Schedule B is a Shareholder Consent which constitutes the unanimous written consent of each shareholder of the Company.

_____, 20_____ _____
Date Signature

NOTE: If the person signing above is authorized to transact business by any Resolutions, this Certificate should be attested by a second officer, director, member or partner of the Company, unless the Company is owned by a single owner (*e.g.*, shareholder, member) and has no other officer, director or member.

Bank Use Only

Borrower: _____ **Obligation No:** _____

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