



Resolution to Defend Suit

WHEREAS, a claim has been made by _____ against the Corporation, which claim summarily asserts

_____, and WHEREAS, it is believed that the Corporation has a valid and good defense against said claim, it is:

RESOLVED, that the Corporation defend against said claim, and it is

RESOLVED, that the Corporation retain

_____ as attorney to defend the above-stated action; and

RESOLVED FURTHER, that the President, upon the recommendation of counsel, be authorized to compromise and settle said claim for an amount and on such terms as counsel deems to be in the best interests of the Corporation.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of _____, a corporation duly formed pursuant to the laws of the state of _____ and that the foregoing is a true record of a resolution duly adopted at a meeting of the _____ and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on _____, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this _____, _____ of _____.

Secretary