



Resolution to Indemnify and Hold Harmless

RESOLVED, that the Corporation indemnify and hold harmless _____
and its successors and assigns from any and all liability arising from

_____. Said indemnification being upon such terms as are contained in an indemnification
agreement annexed hereto.

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