

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

Title No.

STATE OF NEW YORK

ss.:

COUNTY OF

I,

being duly sworn say:

I reside at

I am the secretary of

The certificate of incorporation does not require and it has not been amended to require the consent of more than two-thirds of the shareholders, or the consent of a greater number of directors of said corporation than a majority of a quorum to any sale/lease by the corporation of all or any part of its real property.

At a meeting held _____ in the year _____, of the shareholders of said corporation duly called for the purpose of authorizing the sale/lease of real property owned by the corporation of which due notice was given, more than two-thirds of the total number of shareholders by vote, adopted the following resolution:

RESOLVED, That the corporation sell its real property at _____ on such terms as the board of directors of the corporation may determine.

The board of directors of the corporation has duly authorized said sale.

This affidavit is made to induce _____ to accept a deed to the above mentioned premises and any title insurance company to insure the title thereto.

Sworn to before me this _____ day of _____ in the year _____

Notary Public

Note: See Section 909 of the Business Corporation Law. The deed or lease should contain the following recital: "This conveyance has been made with the consent of the holders of at least two-thirds of the outstanding shares of the party of the first part entitled to vote thereon obtained at a meeting duly called."

Use this form where consent of shareholders was obtained at a meeting. If unanimous consent in writing can be obtained, use the form on the reverse side

Consent of Shareholders to Sale or Lease

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Title No.

We, the undersigned, being all of the shareholders of
do hereby consent to the sale lease by the corporation of the premises know as
on such terms as the board of directors of the corporation may determine.

Dated: 20
SHAREHOLDERS

STATE OF NEW YORK

COUNTY OF

On the day of 20, before me came

to me known and know to me to be the individuals described in and who executed the foregoing consent, and they acknowledged to me that they execute the same.

STATE OF NEW YORK

COUNTY OF

I,

being duly sworn say:

I reside at

And am the secretary of

The persons who have executed the foregoing consent to the sale lease of real property owned by said corporation are the holders of all the outstanding shares of stock and said corporation. That such sale lease has been duly authorized by the board of directors of the corporation.

his affidavit is made to induce

to accept a deed lease of the above mentioned premises and any title insurance company to insure the title thereto.

Sworn to before me this

Day of 20

NOTARY PUBLIC

Note: See Sections 909 and 615 of the Business Corporation Law. The deed or lease should contain the following recital: "This conveyance has been made with the unanimous consent in writing of all the shareholders of the party of the first part."

See also subdivision (e) of Section 715 of said law which provides that the office of president and secretary may not be held by the same person.

Use this form for unanimous consent of shareholders in writing. If consent was given at a meeting, use the form on the reverse side.