

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

Title No.

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

Dated:

SHAREHOLDERS

TO BE USED ONLY WHEN THE ACKNOWLEDGMENT IS MADE 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.

(signature and office of individual taking acknowledgment)

STATE OF NEW YORK

COUNTY OF

} ss.:

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 of said corporation. That such sale/lease has been duly authorized by the board of directors of the corporation.

This affidavit is made to induce

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

Sworn to before me this day of

Notary Public

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

Title No.

STATE OF NEW YORK)
COUNTY OF) ss.:

I,
being duly sworn say:

I reside at

I am the secretary of

(Use either A or B below by deleting that portion which does not apply)

A) (To be used for corporations in existence on February 22, 1998 in which the certificate of incorporation provides for a majority of the votes of all outstanding shares entitled to vote thereon , or for corporations incorporated after February 22, 1998.)

The certificate of incorporation does not require, and it has not been amended to require, the consent of more than a majority of the shareholders nor the consent of more than a majority of a quorum of directors of said corporation to any sale/lease by the corporation of all or any part of its real property.

At a meeting held on , 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 a majority of the total number of shareholders by vote, adopted the following resolution:

B) (To be used for corporations in existence on February 22, 1998 other than those referred to in A above.)

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 nor the consent of more than a majority of a quorum of directors of said corporation to any sale/lease by the corporation of all or any part of its real property.

At a meeting held on , 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/lease 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/lease.

This affidavit is made to induce

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

Sworn to before me this
day of ,

Notary Public

NOTE: See Section 909 of the Business Corporation Law. The deed or lease should contain the following recital: "This (conveyance)(lease) has been made with the consent of at least (two-thirds)(a majority) 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 was obtained, use the form on the reverse side.

