

Form 5.2**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS**

The undersigned, constituting all members of the Board of Directors of [Borrower], a corporation duly organized and existing under the laws of the State of [State], duly licensed and qualified to do business within the States of [State] and [State], do hereby consent to the following corporate action which shall, pursuant to Section [Citation] of the [State] [Reference to Corporate Law], have the same force and effect as unanimous action taken at a duly noticed and called meeting of the Board of Directors, held on [Date]:

RESOLVED, that the president or any vice president of this corporation be, and they are hereby, authorized and empowered to enter into one or more credit agreements and to borrow from time to time, or modify any lending relationship, on behalf of, and in the name of, this corporation from [Lender], a [State] corporation (hereinafter called the "Lender"), such sums of money as such authorized officers or persons may deem expedient, not exceeding in the aggregate at any one time the principal sum of [Amount] (\$), on such terms and conditions as such authorized persons or officers so acting hereunder may approve, including the payment of interest, and to pledge, set over, transfer, assign, mortgage, hypothecate, modify, grant security interests in, and otherwise encumber as security for the repayment of each of such loans, any assets of this corporation as may be required and agreed upon between such authorized officers or persons and the Lender, and to execute and deliver to the Lender on behalf of, and in the name of, this corporation, this corporation's evidence(s) of indebtedness stating this corporation's promise and obligation to pay said principal sum(s), together with any other amounts which may be provided for in such instrument(s) evidencing said indebtedness and from time to time, on any obligation evidencing any of such loans matures, to modify such loans, to renew the loan(s) in whole or in part until the same are repaid in full; and

FURTHER RESOLVED, that each of such authorized persons or officers be, and they are hereby, authorized and empowered to execute on behalf of, and in the name of, this corporation from time to time, loan agreements, modification agreements, instruments granting Lender a security interest in the assets of this corporation, and supplements to each, together with any and all other security agreements, instruments and documents as may be required and agreed upon between such officers or persons and Lender, or which such officers or persons may deem expedient in carrying out the intent and purposes of the resolutions set forth herein; and

FURTHER RESOLVED, that these resolutions relate solely to general corporate borrowing and do not in any manner whatsoever limit the amount of any corporate borrowing heretofore or hereafter made under any other financing arrangement, and that these resolutions are mutually exclusive, cumulative as to amounts and shall not serve to revoke or alter any resolutions previously delivered to Lender or (unless specifically otherwise provided) be revoked by any resolutions subsequently delivered to Lender relating to general or specific financing arrangements between Lender and this corporation; and

FURTHER RESOLVED, that all prior acts of the officers or authorized persons acting on behalf of this corporation in borrowing money on behalf of this corporation from Lender and the execution of any instrument(s) to evidence indebtedness and to secure any indebtedness due the Lender are hereby ratified and approved; and

FURTHER RESOLVED, that for action of the Lender in reliance hereon, the secretary of this corporation may certify and deliver to the Lender, a copy of these resolutions and these resolutions shall remain in full force and effect until written notice of their repeal shall have been received by the Lender and until all indebtedness which may have been incurred as aforesaid shall have been paid and satisfied.

This unanimous consent may be executed in one or more counterparts, all of which taken together shall constitute the same consent and when signed by all of the directors of this corporation, may be certified as having been unanimously adopted by the Board of Directors of this corporation on the date first mentioned above. This unanimous consent shall be delivered to the Secretary of this corporation who shall include this consent in the minutes of the corporation and file it with the corporation's corporate records.

Date: _____

Date: _____

Date: _____

Date: _____

Date: _____

Date: _____

ALL OF THE DIRECTORS