**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ do hereby certify that: I am the Secretary of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (hereinafter the "Corporation"); that the following are true and correct copies of resolutions duly adopted by the Board of Directors of the Corporation at the [regular/special] meeting held \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_\_\_\_, and entered in the minute book of the Corporation; that the meeting was duly and regularly called and held in accordance with the bylaws of the Corporation; and that none of the following resolutions have been rescinded or modified:

WHEREAS, that the management of the Corporation has indicated that it would be desirable for the Corporation to submit an application to obtain a loan from the United States Government, acting through the Administrator of the Rural Utilities Service and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (specify funding authority), for a \_\_\_\_\_\_\_\_\_\_(quantify time period) year \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Cost of Money/ 4-Percent/Private/FFB/Hardship) Loan under its \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Guaranteed/Direct) Loan Program for rural telecommunications providers, in an amount not to exceed $\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to be used for such purposes as approved by RUS including to increase, improve, maintain or repair the Corporation’s physical plant.

WHEREAS, the form of the proposed application has been reviewed and is being finalized by the Corporation’s officers, and is recommended to the Board for approval in such form; and

WHEREAS, the Board of Directors deems it to be in the best interests of the Corporation to approve the application for the proposed loan;

RESOLUTIONS

1. RESOLVED that the Corporation submit an application to borrow from the United States of America, acting through RUS and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (specify funding authority) pursuant to a \_\_\_\_\_\_\_\_\_\_\_\_(quantify time period) year \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Cost of Money/ 4-Percent/Private/FFB/Hardship) Loan under its \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Guaranteed/Direct) Loan Program for rural telecommunications providers, in an amount anticipated not to exceed $\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to be used for such purposes as approved by RUS; and
2. RESOLVED that \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (insert name), the [Manager/President] of the Corporation, have the Rural Utilities assigned Representative-Signature-Certify security role on behalf of the Corporation, who shall be responsible for entering an application, completing electronic stages, submitting the application, providing signatures, and authorizing certifications for the application to the RUS, an agency of the United States Department of Agriculture delivering Rural Development Utilities Programs.

I FURTHER CERTIFY THAT each member of the Board of Directors of the Corporation was furnished with notice of said meeting in compliance with the bylaws of the Corporation.

**IN WITNESS WHEREOF** I have hereunto set my hand and affixed the seal of the Corporation this \_\_\_\_\_\_\_ day of ­­­­­­­­­­­­­­­­­­­­­­\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_\_\_\_\_.

Secretary