

CONSULT YOUR LAWYER BEFORE SIGNING THIS INSTRUMENT Ø 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



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**SUTTON LAND SERVICES**

148 DOUGHTY BOULEVARD  
INWOOD, NEW YORK 11096

(718) 471-0900 • Fax (718) 471-4900