

**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 the {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

.....  
.....

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.

.....  
Notary Public

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 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  
  
.....  
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 stockholders of the party of the first part." See also subdivision (e) of Section 715 of the said law which provides that the offices of president and secretary may not be held by the same person.

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

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\_\_\_\_\_  
Title No.

STATE OF NEW YORK }  
COUNTY OF } ss.:

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 on the \_\_\_\_\_ day of \_\_\_\_\_, 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 \_\_\_\_\_

.....  
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 stockholders was obtained at a meeting. If unanimous consent in writing can be obtained use the form on the reverse side.

CONSENT OF STOCKHOLDERS & AFFIDAVIT OF  
SHAREHOLDERS' VOTE & DIRECTORS' RESOLUTION  
TO SALE OR LEASE CORPORATE REAL PROPERTY

\_\_\_\_\_  
TITLE NO.

TO

\_\_\_\_\_  
SECTION

\_\_\_\_\_  
BLOCK

\_\_\_\_\_  
LOT

\_\_\_\_\_  
COUNTY OR TOWN

