

## Secretary's Certificate of Shareholders' Approval of Combination

1. I hereby certify that I am the (secretary or cashier) of (name of bank) located in (city/town), state of \_\_\_\_\_, and that I have been appointed and am presently serving in that capacity in accordance with the Bylaws of the institution.
2. I further certify that at a meeting of shareholders of (name of bank) called on notice as required by law, including publication requirements, and convened on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, the following resolutions were adopted by the owners of two-thirds of the outstanding stock entitled to vote thereon:

Resolved that the agreement, dated \_\_\_\_\_ to (merge or consolidate) entered into between the boards of directors of the respective institutions is hereby ratified and confirmed.

The foregoing resolutions are presently in full force and effect and have not been revoked or rescinded as of this date.

In witness hereof, I have hereupon set the seal of this bank this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_.

**(SEAL OF BANK)**

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Secretary or Cashier