

Secretary's Certificate of Shareholders' Approval of Combination

1. I certify that I am the (*secretary or cashier*) of (*bank name*) located in (*city, town*), state of (*insert*), 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 (*bank name*) called on notice as required by law, including publication requirements, and convened on the _____ day of _____, 20____, the following resolutions were adopted by the owners of two-thirds of the outstanding stock entitled to vote thereon:

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

The foregoing resolutions are presently in full force and effect and have not been revoked or rescinded as of this date.

(*Signature*)

Secretary or Cashier

(*Date*)