

CERTIFICATE OF RESOLUTIONS

OF

_____ (Name)

_____ (Address)

The undersigned Secretary of _____ (Corporation), does hereby certify that:

At a meeting of the Board of Directors held on _____ or by a written consent vote of the Board of Directors of the Corporation adopted and effective as of _____, the following resolutions were unanimously adopted:

VOTED that the officers of the Corporation designated below, acting individually or jointly, are hereby authorized and directed in the name of and on behalf of the Corporation, to execute and deliver Retail Installment Sale Agreements and any modifications or extensions thereof from time to time with Bristol County Savings Bank ("Bank") in connection with the sale and financing of retail motor vehicle sales to consumers now and in the future; in conjunction with such agreement, each of the said officers are hereby authorized and directed in the name of and on behalf of the Corporation to execute and deliver such agreements, assignments, documents, affidavits, certificates, and other instruments, all to be in such form as the said officer shall, in his/her sole discretion, deem advisable, and as said officer determines is advisable in order to implement and effectuate these votes;

VOTED that inasmuch as the Corporation anticipates continued transactions with the Bank wherein the execution of agreements, assignments, instruments of transfer, and other documents or instruments may be required, the above votes are intended and do have continuing effect in full force and are binding on the Corporation, and it is intended and the Corporation agrees that the Bank may conclusively and without limitation rely upon a certificate executed by the Secretary of the Corporation as to the continuing effect of the above votes, which shall be conclusive and effective to bind the Corporation until the Secretary in writing certifies to the Bank that any amendment, alteration or rescission of these votes has been adopted by the board of directors of the Corporation, and in no event shall any such amendment, alteration or rescission have any retroactive effect.

VOTED that the following described officers of the Corporation are the duly appointed officers of the Corporation as noted, whose signatures appear next to their names:

<u>Name</u>	<u>Title</u>	<u>Signature</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

I do further certify that the above resolutions have not been altered, amended, or rescinded. I do further certify that the Corporation is a duly organized _____ corporation, and that the attached resolutions are in accordance with the charter and by-laws of the Corporation.

Executed under seal as of the ____ day of _____, 20__.

Name:
Secretary