

**BEXLEY COMMUNITY IMPROVEMENT CORPORATION**

Secretary's Certificate

The undersigned hereby certifies that I am the duly elected, qualified and acting Secretary of Bexley Community Improvement Corporation, an Ohio nonprofit corporation (the "Corporation"), and that, as such, I am authorized to execute this Certificate on behalf of the Corporation, and further certify that:

The following resolutions were duly adopted by the Board of Directors of the Corporation at a meeting held on \_\_\_\_\_, 2012, at which meeting a quorum was present, by the affirmative vote of a majority of the Directors present at such meeting:

**RESOLVED**, that the following persons be, and they hereby are, elected as the Officers of the Corporation, to hold the offices set forth beside their respective names:

- Chair -
- Vice-Chair -
- Treasurer -
- Secretary -

**FURTHER RESOLVED**, that the banking resolution attached as Exhibit A be, and the same hereby is, ratified, approved, adopted and confirmed, and that the appropriate Officers of the Corporation be, and they hereby are, authorized and directed to take all such actions and to execute all such documents as they shall deem necessary, appropriate or convenient to establish and maintain an account in the name of the Corporation at **[name of bank]** as contemplated by said banking resolution and otherwise to carry out the purposes of this resolution, and that all transactions prior to the date hereof by any of the Officers or representatives of the Corporation in its name and for its account with the bank identified above be, and the same hereby are, ratified, approved, adopted and confirmed;

**FURTHER RESOLVED**, that the Conflict of Interest Policy attached as Exhibit B be, and the same hereby is, ratified, approved, adopted and confirmed as the Conflict of Interest Policy of the Corporation;

**FURTHER RESOLVED**, that the Whistleblower Policy attached as Exhibit C be, and the same hereby is, ratified, approved, adopted and confirmed as the Whistleblower Policy of the Corporation;

**FURTHER RESOLVED**, that the Document Retention and Destruction Policy attached as Exhibit D be, and the same hereby is, ratified, approved, adopted and confirmed as the Document Retention and Destruction Policy of the Corporation;

**FURTHER RESOLVED**, that the Joint Venture Policy attached as Exhibit E be, and the same hereby is, ratified, approved, adopted and confirmed as the Joint Venture Policy of the Corporation;

**FURTHER RESOLVED**, that the Mission Statement attached as Exhibit F be, and the same hereby is, ratified, approved, adopted and confirmed as the Mission Statement of the Corporation;

**FURTHER RESOLVED**, that any one or more of the Officers of the Corporation be, and they hereby are, authorized and directed to establish and maintain an office for the Corporation at 2242 East Main Street, Bexley, OH 43209, and that any transactions by any of the Officers or representatives of the Corporation to establish and maintain such office prior to the date hereof are hereby ratified, approved, adopted and confirmed;

**FURTHER RESOLVED**, that any one or more of the Officers of the Corporation be, and they hereby are, authorized and directed to take all such actions and to execute all such documents as they shall deem necessary, appropriate or convenient to obtain an exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and that any actions taken in this regard prior to the date hereof are hereby ratified, approved, adopted and confirmed; and

**FURTHER RESOLVED**, that any one or more of the Officers of the Corporation be, and they hereby are, authorized and directed to take all such actions and to execute all such documents as they shall deem necessary, appropriate or convenient to register the Corporation with the Ohio Attorney General as a charitable trust and as a charitable organization that intends to solicit contributions in the State of Ohio, and that any actions taken in this regard prior to the

date hereof are hereby ratified, approved, adopted and confirmed.

IN WITNESS WHEREOF, the undersign has executed this Certificate on \_\_\_\_\_, 2012.

\_\_\_\_\_  
\_\_\_\_\_, Secretary