

**CERTIFICATE OF CORPORATE BORROWING
RESOLUTIONS, CHARTER, BYLAWS AND INCUMBENCY**

I, Caryn Nagler, Secretary of TEMPLE EMANUEL (this “**Corporation**”) hereby certify, in connection with any application to a lender identified by the President of the Corporation, and the present and future participants and affiliates and their successors and assigns of such lender (collectively, the “**Lender**”) the accuracy of the following:

A. Organization and Good Standing. This Corporation is a religious corporation duly organized under the laws of the State of Maryland. This Corporation has duly elected its trustees according to the procedures set forth in the Bylaws of this Corporation. This Corporation is in good standing under the laws of the State of Maryland and is duly qualified to transact business and own real property in each state or other jurisdiction in which it conducts any material part of its business.

B. Articles of Incorporation and Bylaws. Exhibit A and Exhibit B attached hereto contain true, complete and accurate copies of this Corporation’s Articles of Incorporation and Bylaws and any amendments thereto as in effect on the date hereof.

C. Identification Numbers. The organizational identification number issued to this Corporation by the Maryland State Department of Assessments and Taxation is D00208579, and the federal tax identification number for this Corporation is 52-0642790.

D. Solvency. This Corporation is solvent, not bankrupt, has not committed any act of bankruptcy, and has no outstanding liens, suits, garnishments, bankruptcies, or court actions that could render it insolvent. This Corporation has not declared bankruptcy at any time during the period which is seven (7) years prior to the date hereof. This Corporation has neither had any property foreclosed upon nor has this Corporation conveyed title to property to any other person or entity pursuant to a deed in lieu of foreclosure or similar instrument, document or agreement.

E. Incumbency. As of the date hereof, the following officers hold the offices specified below with this Corporation. The signature set forth beside each officer’s name is the true signature of each such officer.

<u>Printed Name</u>	<u>Title</u>	<u>Signature</u>
William Epstein	President	_____
Debra Moses	Vice President	_____
Caryn Nagler	Secretary	_____
Steven Jacobs	Treasurer	_____

F. Resolutions. The following are a true, correct and complete copy of resolutions adopted by the members of the Board of Trustees of this Corporation at a meeting held in accordance with law and the bylaws of this Corporation on _____, at which all or a quorum of the trustees were present and acting throughout or pursuant to a written

consent signed by all of the members of the Board of Trustees of this Corporation. The resolutions were also adopted by the members of the Corporation at its annual meeting held on May 22, 2016 at which a quorum was present and acting throughout. The resolutions set forth below were duly and legally passed and are now in full force and effect and as of the date hereof they have not been amended, rescinded or modified in any way.

RESOLVED, that, the following officers of this Corporation (the “**FY 2019-2020 Authorized Officers**”) namely:

<u>Printed Name</u>	<u>Title</u>	<u>Signature</u>
William Epstein	President	_____
Steven Jacobs	Treasurer	_____

are hereby authorized and empowered to:

(1) make application, release financial information, borrow money and/or obtain credit from the Lender in the following amount: a term loan made by the Lender to the Corporation not exceeding the principal amount of \$250,000 (Two Hundred Fifty Thousand Dollars) (the “**Loan**”); and

(2) make, execute and deliver to the Lender on behalf of this Corporation, agreements and promissory notes (which may include a confession of judgment provision) or other obligations of this Corporation, including but not limited to, obligations under letters of credit, interest rate hedge agreements and other derivative transaction agreements, in form satisfactory to the Lender for the Loan;

(3) grant to the Lender security interests in and assign, transfer or pledge to the Lender, as collateral security for any monies borrowed or credit obtained any property belonging to this Corporation (whether real or personal, tangible or intangible) including, but not limited to, accounts receivable, promissory notes, instruments, documents of title, chattel paper, contract rights, general intangibles, securities, insurance policies, inventories, equipment, fixtures, and real estate; and to make, execute and deliver to the Lender in the name of this Corporation any agreements or instruments, including but not limited to loan agreements, credit agreements, endorsements, guaranty agreements, deeds of trust, mortgages, security agreements and financing statements in form satisfactory to the Lender and to take such other action as may be necessary or proper to effect the Loan or the grant of collateral security for the Loan; and

FURTHER RESOLVED, that the Treasurer of this Corporation, or any officer or employee of this Corporation designated by the President of this Corporation, is hereby authorized to specify to the Lender, orally, by telephone, or in writing the amount or amounts of advances of any loan or line of credit to be made by the Lender to this Corporation and to do such further acts and things as may be necessary or advisable, in his, her or their judgment, to carry out the terms of the borrowing from the Lender and the purposes of these Resolutions; and

FURTHER RESOLVED, that so long as this Corporation is obligated to the Lender under the Loan, the officers of this Corporation shall afford to the Lender and its officers, representatives and agents reasonable access to and the right to examine, inspect and audit any property belonging to this Corporation in which security interests have been granted to the Lender or which property has been assigned, transferred or pledged to the Lender as collateral security, or otherwise, and all of the books, records and correspondence of this Corporation relating or pertaining to any such property and/or the obligations of this Corporation to the Lender; and

FURTHER RESOLVED, that the foregoing resolutions shall remain in full force and effect until written notice of their amendment or rescission shall have been received by the Lender and receipt of such notice acknowledged by it, and that receipt and acknowledgement of such notice shall not affect any action taken by the Lender prior thereto."

G. Ratification of Prior Acts. The Board of Trustees ratify and confirm all credit and financial transactions heretofore made or effected by the Corporation with the Lender.

H. No Limitation. There is no provision in the Articles of Incorporation, the Bylaws, any agreement of this Corporation, or in any instruments to which this Corporation is a party or by which it may be bound, limiting the power of the Board of Trustees to adopt and carry out the above resolutions, and that such resolutions are in conformity with the provisions of the Articles of Incorporation, Bylaws and any other agreement and do not violate the provisions of any such instrument.

IN WITNESS WHEREOF, I have subscribed my name as the Secretary of this Corporation and have affixed the Corporate Seal hereon on this ____ day of ____, 2019.

_____(Seal)

Caryn Nagler, Secretary