

RESOLUTION OF DIRECTORS / CORPORATE RESOLUTION AUTHORIZING  
ISSUANCE OF CERTIFICATE TO REPLACE LOST, DESTROYED OR  
STOLEN CERTIFICATE WHERE NO BOND IS TO BE PLACED

WHEREAS, \_\_\_\_\_, City of \_\_\_\_\_, State of \_\_\_\_\_, is the owner of Certificate No. \_\_\_\_\_ for \_\_\_\_\_ shares of \_\_\_\_\_ with the Company an affidavit alleging the \_\_\_\_\_ of the above mentioned certificate, and has asked that a duplicate of the same be issued and has proved to the satisfaction of the Board of Directors/corporate officers that such certificate has indeed been \_\_\_\_\_ and has agreed to indemnify the Company should such certificate ever be presented for transfer.

WHEREAS, the Company has determined that it is in its best interest that a new certificate should be issued to \_\_\_\_\_ without requiring surety bond at this time.

NOW THEREFORE, BE IT RESOLVED that the Company's Transfer Agent and Registrar, Columbia Stock Transfer Company is hereby directed to issue a duplicate certificate to \_\_\_\_\_ and deliver such certificate to him covering the \_\_\_\_\_ shares of \_\_\_\_\_ stock of the Company represented by original Certificate No. \_\_\_\_\_, and the Company's Registrar is hereby authorized, upon the issuance of the duplicate certificate to register the duplicate certificate hereby authorized in lieu of the original Certificate No. \_\_\_\_\_.

AND BE IT FURTHER RESOLVED, that said Transfer Agent in issuing this duplicate certificate shall be without liability to this Company and to any third parties for such action, and this Company shall and does hereby indemnify, protect and hold Columbia Stock Transfer Company harmless from any liability arising in connection with the reissuance of these securities.

AND BE IT FURTHER RESOLVED, that the Company shall authorize Columbia Stock Transfer Company to hold in reserve \_\_\_\_\_ shares of authorized, but unissued stock to be used at its' discretion should an adverse claim arise as a result of this cancellation.

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

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