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### Incumbency Certificate

The undersigned, [name], Secretary of the [name] Corporation, Hereby Certifies as Follows:

Reference is made to the waiver and Election dated [mm/dd/yyyy]

1. I am a duly elected, qualified and acting Secretary of [name] (the Company), I am familiar with the matters herein certified, and I am authorized to execute and deliver this certificate.
2. Attached hereto is an Incumbency Certificate including the correct name and a genuine specimen of the signature of each duly elected, qualified and acting officer of the Company authorized to act on behalf of the Company in connection with the transactions contemplated by the waiver and Election.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Secretary