CERTIFICATE OF INCUMBENCY

Entity: _____ Kind: [ ] corporation [ ] nonprofit corporation [ ] limited liability company [ ] other: _____

State of formation: _____ Date formed (optional): _____ Date of this certificate: _____

1. CERTIFICATION

I, _____, the _____ of _____, a _____ _____ (the "Entity"), certify to _____ (the recipient, if any) as set out below. I give this Certificate on behalf of the Entity, in my capacity as _____ and not individually, in connection with _____.

2. OFFICE AND RECORDS

I hold the office or position of _____ of the Entity. In that capacity I have access to the records of the Entity, including its formation documents, its bylaws or operating agreement, and the minutes and written consents of its governing body and owners. I make the statements in this Certificate from my review of those records and from my own knowledge.

3. INCUMBENCY AND SPECIMEN SIGNATURES

According to those records, each person named below holds, on the date of this Certificate, the office or position with the Entity shown next to that person's name. The signature written next to each name is the genuine signature of the person named.

Name: _____ Office or title: _____ Specimen signature: _____

Name: _____ Office or title: _____ Specimen signature: _____

Name: _____ Office or title: _____ Specimen signature: _____

Name: _____ Office or title: _____ Specimen signature: _____

Name: _____ Office or title: _____ Specimen signature: _____

Name: _____ Office or title: _____ Specimen signature: _____

This general template is provided for informational purposes only and does not constitute legal advice. Requirements vary by state and locality; review current law and attach any disclosures or addenda your situation requires before signing. For a guided state-specific document, visit lawvault.org.

4. SIGNING AUTHORITY (OPTIONAL)

[ ] Each person named above is authorized to _____, as provided in _____.

5. NO CHANGE AND RELIANCE

To my knowledge, as of the date of this Certificate, no action has been taken to remove any person named above from that office or position or to limit any authority described in this Certificate. The recipient may rely on this Certificate until it receives written notice from the Entity that a statement in it has changed.

In witness whereof, I have signed this Certificate on _____. Title: _____ (Seal, if any)

SIGNATURES

Certifying Officer

Signature: _____ Date: _____

Printed Name: _____

CONFIRMATION BY A SECOND OFFICER (OPTIONAL)

I, _____, the _____ of the Entity, certify that the certifying officer named above holds, on the date of this Certificate, the office or position stated above, and that the signature above is that officer's genuine signature.

Signature: _____ Title: _____ Date: _____

NOTARY ACKNOWLEDGMENT (OPTIONAL)

State of _____ County of _____

On _____, before me, the undersigned notary public, personally appeared _____, as _____ of _____, known to me or proved to me through satisfactory evidence of identity to be the person whose name is signed on this Certificate of Incumbency, who acknowledged signing it voluntarily, in that capacity, for the purposes stated in it.

Notary Public: _____ Printed name: _____-
My commission expires: _____ (Seal)

Note: California and New York prescribe their own acknowledgment wording (Cal. Civ. Code § 1189; N.Y. Real Prop. Law § 309-a). A notary there will use the state's form.

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