

**AUTHORITY TO PROCURE LOANS  
RESOLUTIONS OF CORPORATE BOARD AND INCUMBENCY CERTIFICATION (CERTIFIED COPY)**

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I certify that I am the duly elected and qualified Secretary of **RWR Properties, LLC** a Wisconsin corporation (the "Corporation") and the keeper of the records of the Corporation; and that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of the Corporation in accordance with its bylaws and applicable statutes on or as of the \_\_\_\_ day of \_\_\_\_\_, 2017.

**Copy of Resolutions**

**Be It Resolved**, That any (insert number required to sign) \_\_\_\_ of the following (insert titles only) \_\_\_\_\_ of the Corporation are / is authorized, for, on behalf of, and in the name of the Corporation to:

- (a) Negotiate and obtain loans and other credit and financial accommodations from City of La Crosse, Wisconsin (the "Lender") up to an amount not exceeding \$2200,000.00;
- (b) Give security for any liabilities of the Corporation to Lender by grant, security interest, assignment, lien or mortgage upon any real or personal property, tangible or intangible of the Corporation; and
- (c) Execute and deliver in form and content as may be required by Lender, any and all notes, evidence of indebtedness, security agreements, guaranties, subordination agreements, loan and special economic development agreements, financing statements, assignments, liens, mortgages, trust receipts and other agreements, instruments or documents to carry out the purposes of these Resolutions, any or all of which may relate to all or to substantially all of the Corporation's property and assets.

**Resolved Further**. That Lender be and is authorized and directed to pay the proceeds of any such loans as directed by the persons so authorized to sign, whether so payable to the order of any of said persons in their individual capacities or not, and whether such proceeds are deposited to individual credit of any of said persons or not;

**Resolved Further**, that any and all agreements, instruments and documents previously executed and acts and things previously done to carry out the purposes of these Resolutions are ratified, confirmed and approved as the act or acts of the Corporation.

**Resolved Further**, That any agreement, instrument or document executed to carry out the purposes of these Resolutions shall continue in full force and effect and will be binding upon the Corporation until the Corporation is no longer indebted to Lender and that Lender may rely upon these Resolutions until written notice to the contrary is duly served on an appropriate official of Lender (but this notice will have no effect whatsoever on any action previously taken or any commitment previously made or any agreement previously entered into by Lender in reliance on these Resolutions).

**Resolved Further**, That any person, corporation or other legal entity dealing with Lender may rely upon a certificate signed by an authorized official of Lender to the effect that these Resolutions and any agreement, instrument or document executed pursuant to them are still in full force and effect and binding upon the Corporation.

**Resolved Further**, That Lender may consider the holders of the offices of the Corporation and their signatures, respectively, to be and continue to be as set forth in the Certificate of the Secretary of the Corporation until notice to the contrary in writing is duly served on Lender.

I further certify that the above Resolutions are in full force and effect as of the date of this Certificate; that these Resolutions and any borrowings or financial accommodations under these Resolutions have been properly noted in the corporate books and records, and have not been rescinded, annulled, revoked or modified; that neither of the foregoing Resolutions nor any actions to be taken pursuant to them are or will be in contravention of any provisions of the articles of incorporation or bylaws of the Corporation or of any agreement, indenture or other instrument to which the Corporation is a party or by which it is bound; and that neither the articles of incorporation nor the bylaws of the Corporation nor any agreement, indenture or other instrument to which the Corporation is a party or by which it is bound require the vote or consent of shareholders of the Corporation to authorize any act, matter or thing described in the foregoing Resolutions.

I further certify that the following named persons have been duly elected to the officers set opposite their respective names, that they continue to hold these offices at the present time, and that the signatures which appear below are the genuine, original signatures of each respectively:

**(PLEASE SUPPLY GENUINE SIGNATURES OF AUTHORIZED SIGNERS BELOW)**

Name (Type or Print)	Title	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

In Witness Whereof, I have affixed my name as Secretary this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary

The Above Statements are Correct:

\_\_\_\_\_  
Signature of Director or, if none a shareholder other than secretary when secretary is authorized to sign alone.

**Failure to complete the above when the Secretary is authorized to sign alone will constitute a certification by the Secretary that the Secretary is the sole Shareholder and Director of the Corporation.**