

*The Council of Michigan Foundations is pleased to facilitate the provision of this model document. However, it is for educational purposes only, and you should consult your own professional advisors.*

**CERTIFICATE**

In connection with a \_\_\_\_\_ and 00/100 Dollar (\$\_\_\_\_\_) loan dated \_\_\_\_\_, 2018 (the "Loan") from \_\_\_\_\_(the "Lender"), to \_\_\_\_\_ ("Borrower") the under signed hereby certifies to the Lender that:

- A. There are no actions, suits, or proceedings pending or, to its knowledge threatened in writing, involving (or which would involve) Borrower, or any part of the property serving as security for the Loan ("Property").
- B. The Borrower has not used Hazardous Materials on, from or affecting the Property in any manner which violates any Governmental Regulations governing the use, storage, treatment, transportation, manufacture, refinement, handling, production or disposal of any Hazardous Materials and to the best knowledge of the undersigned, no prior owner of the Property or any existing or prior tenant or occupant has used Hazardous Materials on, from or affecting the Property in any manner that violates any Governmental Regulation governing the use, storage, treatment, transportation, manufacture, refinement, handling, production or disposal of Hazardous Materials; (2) the Borrower has not received any notice of any violations of any Governmental Regulation governing the use, storage, treatment, transportation, manufacture, refinement, handling, production, disposal or any other use or disposition of Hazardous Materials at the Property; and (3) to the knowledge of the undersigned, there have been no actions commenced or threatened by any party alleging noncompliance with any Governmental Regulation which in any way relates to the Property. The Members/Managers do hereby certify that (i) they are all of the Members and Managers of the Company; (ii) they are authorized to act on their own without the participation of any other member, manger or other party to authorize and direct the Company to take such actions as are provided for in these Resolutions; and (iii) these Resolutions are hereby adopted by them by unanimous written consent in lieu of a meeting therefor.
- C. The Borrower is the type of legal entity it purports to be and is duly organized, validly existing and in good standing under the laws of the State of Michigan
- D. The Borrower has been property authorized, to do any and all things deemed necessary or advisable to enable make the Loan in accordance with all legal and organizational requirements.
- E. The individual executing any document on behalf of the Borrower has been property authorized to execute, deliver, enter into and to such documents as may be necessary to enter into the Loan.

Dated: \_\_\_\_\_, 2018

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