**Certificate of Vote**

**[NONPROFIT NAME], INC.**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary/Clerk of [NONPROFIT NAME], Inc. (hereafter “Corporation”) certify that:

Pursuant to Section 21 of Chapter 2 of the Acts of 2023 (“Section 21”), at a meeting of the Board of Directors of the Corporation (the “Board”), duly called and held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2023, a quorum being present, upon motions made and seconded and after due deliberation, the following items are Adopted by the Board and are HEREBY RESOLVED:

1. Authorization of Remote Member Meeting

For so long as the Corporation’s Articles of Organization and Bylaws permit, to allow the Corporation’s members to attend all future annual, regular, or special meetings of the members via remote participation even if the members are not physically present at the meeting.

2. Section 21 Requirements for Remote Member Meetings

The Board affirms that the Corporation will follow the requirements set forth in Section 21 in order to enable remote participation by members and shall implement reasonable measures to:

(i) verify that each person deemed present and authorized to vote at the meeting by means of remote communication is a member;

(ii) provide members a reasonable opportunity to participate in the meeting and vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and

(iii) maintain a record of any vote or other action a member takes at a meeting by means of remote communication.

3. Authorization of President

To authorize \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, President, to approve and execute all documents in final form and to take all other actions and do any and all things necessary to effect these resolutions, including delegating authority to execute necessary documents and notifications.

Moved by:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Seconded by: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Ayes: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Nays: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Abstaining: \_\_\_\_\_\_\_\_\_\_\_\_

Motion Carried: Yes\_\_\_\_\_\_\_\_\_ No\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 [Signature]

 [NAME OF SECRETARY/CLERK]

 Secretary/Clerk