
(Company Name)
RESOLUTION OF DIRECTORS / CORPORATE RESOLUTION AUTHORIZING
ISSUANCE OF CERTIFICATE TO REPLACE LOST, DESTROYED OR
STOLEN CERTIFICATE WHERE NO BOND IS TO BE PLACED

WHEREAS, _____, City of _____, State of _____, is the owner of Certificate No. _____ for _____ shares of _____ capital stock of this Company, and has filed with the Company an affidavit alleging the _____ of the above mentioned certificate, and has asked that a duplicate of the same be issued and has proved to the satisfaction of the Board of Directors/corporate officers that such certificate has indeed been _____ and has agreed to indemnify the Company should such certificate ever be presented for transfer.

WHEREAS, the Company has determined that it is in its best interest that a new certificate should be issued to _____ without requiring surety bond at this time.

NOW THEREFORE, BE IT RESOLVED that the Company's Transfer Agent and Registrar, Fidelity Transfer Company is hereby directed to issue a duplicate certificate to _____ and deliver such certificate to him covering the _____ shares of _____ stock of the Company represented by original Certificate No. _____, and the Company's Registrar is hereby authorized, upon the issuance of the duplicate certificate to register the duplicate certificate hereby authorized in lieu of the original Certificate No. _____.

AND BE IT FURTHER RESOLVED, that said Transfer Agent in issuing this duplicate certificate shall be without liability to this Company and to any third parties for such action, and this Company shall and does hereby indemnify, protect and hold Fidelity Transfer Company harmless from any liability arising in connection with the re-issuance of these securities.

AND BE IT FURTHER RESOLVED, that the Company shall authorize Fidelity Transfer Company to hold in reserve _____ shares of authorized, but unissued stock to be used at its' discretion should an adverse claim arise as a result of this cancellation.

DATED this _____ day of _____, 20____.

