

## MEMBER'S CERTIFICATE

The undersigned, **[Certifying Member]**, hereby certifies that he is a member of **[Selling Company], LLC**, a Georgia limited liability company, (the "Company"), and in connection with the sale of real property described on Exhibit A (the "Property") to **[BUYER]**, (the "Buyer") he hereby further certifies that:

1. Attached hereto as Exhibit B is a true, correct and complete copy of the Operating Agreement dated [Date Operating Agreement] (the "Operating Agreement"), minutes of all meetings of the Company, copies of all agreements relating to transfer of membership interests in the Company, and consents to sale of the Property;
2. Attached hereto as Exhibit C is a true, correct and complete copy of the Articles of Organization dated [Date Articles Organization], effective as of ^^^^ ( the "Articles of Organization") as amended ^^^^, effective as of ^^^^;
3. Except for any amendments attached hereto, neither the Operating Agreement nor the Articles of Organization of the Company have been amended, nor has the Operating Agreement or Articles of Organization been terminated or canceled, and the Operating Agreement and Articles of Organization, as so amended, remain in full force and effect as of the date hereof;
4. Attached hereto as Exhibit D is a true, correct and complete copy of a written consent of the Members of the Company duly adopted or taken on [Date Consent Effective] which consents to the sale of the Property, which has not been amended, rescinded, or modified, is in full force and effect on the date hereof, and does not violate or conflict with the Operating Agreement of the Company;
5. The following person has been delegated by the Members with authority to take all actions necessary to transfer title to the Property, and in such capacity has full power to execute and deliver documents, instruments, agreements, and certificates on behalf of the Company, and the signature set forth opposite his respective names is his respective genuine signature:

*Name*

*Signature*

**[Certifying Member]**

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and

6. This Certificate is given for the benefit of the Buyer, and the Buyer is entitled to rely upon the certifications hereinabove set forth in connection with extending the terms and conditions described in the Agreement.

WITNESS my signature this \_\_\_ day of \_\_\_\_\_, 2017

**MEMBER:**

\_\_\_\_\_  
**[Certifying Member]** (L.S.)