**SAMPLE CERTIFICATE OF PRESIDENT AND SECRETARY-TREASURER**

**REGARDING CONTINGENCY PLAN RESOLUTION**

*\*\*This document is being provided through the Special Committee on Succession and Transition Planning as an example of a succession plan for the consideration by ISBA members. It is not intended as legal advice or a substitute for a lawyer’s own independent research or judgment in their specific circumstances. The ISBA makes no representations with respect to this example form as to its suitability for any particular purpose. If you use this example form, or any portion of it, you are agreeing to hold harmless the ISBA for any cause of action relating to it. Further, this example form may not be sold or republished without the express permission of the original author.\*\**

*The Special Committee encourages, and is happy to hear, your comments about this example form. If you have comments, questions, or suggestions for the Special Committee, please contact us at* *ISBASuccession@isba.org**.*

# STATE OF ILLINOIS )

#  ) SS

COUNTY OF )

**CERTIFICATE OF PRESIDENT AND SECRETARY-TREASURER REGARDING CONTINGENCY PLAN RESOLUTION**

 \_\_\_\_\_\_\_\_\_\_\_ on oath states:

 1. That he is a licensed Illinois Attorney and is the President and Secretary-Treasurer of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ and is the keeper of the books and records of the corporation. That according to the books and records of the corporation, \_\_\_\_\_\_\_\_\_\_\_\_ is the Sole Shareholder of all of the outstanding shares of the corporation as of \_\_\_\_ \_\_\_\_, \_\_\_\_\_\_ and s/he has continued to be and is Sole Shareholder of this corporation as of the date of this Certificate.

 2. \_\_\_\_\_\_\_\_\_\_\_\_\_ is the sole Director pursuant to the current Sole Shareholder's action taken \_\_\_\_\_ \_\_\_, 20\_\_\_, appointing \_\_\_\_\_\_\_\_\_ as Sole Director and the action of the Sole Director.

 3. \_\_\_\_\_\_\_\_\_\_\_ pursuant to a sole Directors action taken dated \_\_\_\_ \_\_\_, 20\_\_, \_\_\_\_\_\_\_\_\_\_\_\_ is the President and Secretary-Treasurer of \_\_\_\_\_\_\_\_, \_\_\_\_ \_\_, 20\_\_ are the latest actions taken with regard to the election of directors and officers and \_\_\_\_\_\_\_\_\_\_. The actions taken sole director and officers is currently occupying and performing the duties of the offices to which he was elected and he shall serve until replaced.

 4. On \_\_\_\_\_ \_\_\_\_, 20\_\_\_, the Sole Shareholder, \_\_\_\_\_\_\_\_\_\_\_, adopted the attached Corporate Resolution regarding Contingency Plan Resolution to Appoint Successor Director in the Event of the Death or Disability of Current Director.

 5. On \_\_\_\_\_ \_\_\_, 20\_\_\_, the Sole Director, \_\_\_\_\_\_\_\_\_, adopted the attached Corporate Resolution regarding Contingency Plan Resolution To Appoint Successor President, Secretary/Treasurer in the Event of the Death or Disability of Current resident/Secretary/Treasurer.

 6. True and correct copies of the relevant corporate minutes are attached hereto.

DATED: \_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, President and Secretary- Treasurer of \_\_\_\_\_\_\_\_\_\_\_\_\_

ATTESTED TO:

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

\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary-Treasurer

of \_\_\_\_\_\_\_\_\_\_\_\_\_

 SUBSCRIBED AND SWORN to me on this \_\_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_.

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

 Notary Public

LAST UPDATED: DECEMBER 7, 2017