



SAMPLE

Model

Limited Liability General Partner Resolution

for SBA Commitment

CERTIFICATE

We, 1 \_\_\_\_\_, 2 \_\_\_\_\_, and 3 \_\_\_\_\_ the members ("Members") of 4 \_\_\_\_\_, a limited liability company of the State of 5 \_\_\_\_\_ ("LLC"), which is the general partner of 6 \_\_\_\_\_, a small business investment company (Licensee), hereby certify to the U.S. Small Business Administration ("SBA") that the following is a true and complete copy of a resolution adopted by the Members of the LLC at a meeting duly called and held on 7 \_\_\_\_\_, \_\_\_\_\_ at which a quorum was present throughout; and that the said resolution has not been amended, modified or repealed;

RESOLVED, that

(1) 1 \_\_\_\_\_, 2 \_\_\_\_\_, 3 \_\_\_\_\_ or any of them are hereby authorized to cause the LLC, in its capacity as a general partner of the Licensee, to apply to the SBA for its commitment to reserve funds for the future use by the Licensee in an amount up to 8 \$ \_\_\_\_\_ and to apply for draws against such commitment at such times as the Licensee may deem advisable, and in connection with such applications to execute or submit on behalf of the Licensee a commitment letter and all such other instruments or documents as SBA may require; and

(2) SBIC Funding Corporation (Funding Corp.) is authorized as agent for the Licensee to sell the securities to be issued by the Licensee under a commitment letter from SBA (the "securities"), at such price, on such date, at such rate, and on such terms and conditions as may be deemed proper and as approved by SBA; and to deliver on behalf of the Licensee any and all documentation required by the purchaser(s) to effect the sale and guarantee of the securities, and to receipt for the purchase price for said securities for the account of the Licensee, less selling expenses and other fees and expenses deemed necessary by SBA for itself, Funding Corp., or any of SBA's agents; and

(3) SBA, directly or through its duly appointed agent, is authorized to insert in the securities the following, as applicable: the SBIC license number, the date of issuance, the rate, the payment dates, the maturity date, and any other information deemed necessary by SBA; and

(4) The Licensee's Limited Partnership Agreement as of the date of this certificate includes all necessary provisions to fully comply with Section 107.1810(i) of Title 13 of the Code of Federal Regulations, effective as of the date hereof; and

(5) The above resolutions shall be effective unless and until written notice of any amendment or rescission is received by SBA and Funding Corp. at least five days before the execution by Funding Corp. of an agreement for the sale of the securities.

IN WITNESS WHEREOF, I have executed this certificate this 9 \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

10 \_\_\_\_\_, Managing Member

11 \_\_\_\_\_, Managing Member

12 \_\_\_\_\_, Managing Member

## INSTRUCTIONS FOR COMPLETION OF CERTIFICATE

Please execute and file the correct version of this model certificate, together with the other required documents for the submission of the SBIC debenture commitment application to: U.S. Small Business Administration, Office of Investment and Innovation, Funding Admin. Branch, 409 Third Street, SW, Washington, DC 20416. This certificate when properly executed provides certain formal resolutions from an authorized official(s) of the small business investment company. It is required to be executed and submitted to SBA with each application for an SBA guaranty commitment.]

**NOTE:** Any financial data submitted in connection with the commitment request is protected from disclosure under the Freedom of Information Act; specifically, exemptions 4, 6 and 8, which allow SBA to withhold from disclosure financial data on individual companies.

<u>Blank Number</u>	<u>Instructions</u>
1	Name of first listed member
2	Name of second listed member
3	Name of third listed member
4	Name LLC General Partner
5	Name of State
6	Name of Licensee
7	Date meeting held and resolution adopted
8	Maximum Amount of Commitment Request
9	Date of the execution of this certificate
10	Signature of first listed member
11	Signature of second listed member
12	Signature of third listed member

**NOTE:** The estimated burden for completing this form is 20 minutes per response. You are not required to respond to any collection of information unless it displays a currently valid OMB approval number. Comments on the burden should be sent to U.S. Small Business Administration, Chief, AIB, 409 3<sup>rd</sup> St., S.W., Washington D.C. 20416 and Desk Officer for the Small Business Administration, Office of Management and Budget, New Executive Office Building, Room 10202, Washington, D.C. 20503. OMB Approval (3245-0081). **DO NOT SEND FORMS TO OMB.**