

_____, L.L.C.
WAIVER OF NOTICE and CONSENT TO ACTION
WITHOUT MEETING OF MEMBERS

The undersigned, being all of the Members of _____, L.L.C, hereby waive any notice required by Chapter 489 of the Code of Iowa or by the Operating Agreement of _____, L.L.C. (the "Company"); and in accordance with Section _____ of the Company's Operating Agreement dated _____ and Chapter 489 of the Code of Iowa (2011), in lieu of a special meeting of the Members of _____, L.L.C., hereby consent to and approve the following acts:

The following Resolutions are hereby adopted:

RESOLUTIONS TO AUTHORIZE SALE AND CONVEYANCE OF CERTAIN REAL ESTATE

WHEREAS, the Members desire to sell certain real estate owned by the Company, including:

(a) Real estate situated at (address), (city), (state), (zip), and legally described as: _____

_____ ; and

(b) Real estate situated at (address), (city), (state), (zip), and legally described as: _____

_____ ; and

WHEREAS, it is anticipated that the title insurance company for the buyers of the above-described real estate will request evidence to show that the sale and conveyance thereof has been duly authorized by all of the Members of the L.L.C., and that the Manager of the L.L.C., _____ has full and sufficient authority to sell said real estate and to convey marketable title to the real estate, including, full and sufficient authority to sign a listing agreement to list the real estate for sale and to enter into a binding contract of sale with a buyer who is ready, willing and able to purchase the real estate, and to sign and deliver a warranty deed conveying good and marketable title to the real estate to the buyer; and to provide copies of these Resolutions to the buyers' title companies so that the buyers' title companies can rely on these Resolutions in determining that the sale of the real estate and the conveyance of marketable title to the buyer has been properly and duly authorized by the Members of the L.L.C., and is binding on them and the L.L.C. for all purposes; and

WHEREAS, _____, L.L.C. is duly organized and validly existing under Chapter 489 of the Code of Iowa, and is in good standing under the laws of the State of Iowa; and

WHEREAS, Section 489.302 of the Code of Iowa provides that a limited liability company may deliver to the Secretary of State for filing a Statement of Authority which includes the name of the company, the street and mailing address of its Registered Office, and with respect to any position that exists in the company, may state the authority of all persons holding the position to execute an instrument transferring real property held in the name of the company; and also to state the authority of all persons holding the position to enter into other transactions on behalf of or otherwise act for or bind the company; and

WHEREAS, the Company has three Members, and all Members of the Company reside in different states, other than Iowa, as follows:

- (a) _____, (address), (city), (state), (zip);
- (b) _____, (address), (city), (state), (zip); and
- (c) _____, (address), (city), (state), (zip); and

NOW, THEREFORE, it is hereby resolved as follows:

1. RESOLVED, _____, as the sole Manager of _____, L.L.C., is authorized to sign, on behalf of the Company, a listing agreement with _____ of _____ Realtors, or with any other qualified, licensed _____ area Realtor, for the sale of the real estate situated at (address), (city), (state), (zip), and legally described as:

_____ ; and
2. RESOLVED FURTHER, _____, as the sole Manager of _____, L.L.C., is authorized to sign, on behalf of the Company, a listing agreement with any qualified, licensed _____ area Realtor, for the sale of the real estate situated at (address), (city), (state), (zip); and legally described as: _____
_____ ; and
3. _____, as the sole Manager of _____, L.L.C., is authorized to accept and sign, on behalf of the Company, any offer to purchase said real estate, for cash, which offer is, in his opinion, and in his sole discretion, fair and reasonable in its terms; and
4. RESOLVED FURTHER, _____, as the sole Manager of _____, L.L.C., is authorized to execute, on behalf of the Company, a contract of sale, any deed and/or any and all other documents necessary to carry out the sale and conveyance of title to the above-

described real estate to the buyer, including, without limitation, a conveyance by warranty deed with all of the usual covenants of warranty of good and merchantable title; and

5. RESOLVED FURTHER, _____, as the sole Manager of _____, L.L.C., is authorized to pay from the sales proceeds a reasonable Realtor's commission; and
6. RESOLVED FURTHER, this Resolution is being signed and acknowledged in triplicate, and _____ is hereby authorized to provide one of the three fully executed "originals" to the title company for the buyer of the _____ real estate, and to provide one to the title company for the buyer of the _____ real estate, and to make the other a part of the permanent records of the L.L.C.; and
7. RESOLVED FURTHER, that _____, as the sole Manager of _____, L.L.C., is authorized to prepare, sign and file a Statement of Authority under Section 489.302(1) of the Code of Iowa (2011) showing that he has been designated and elected by the Members of the Company to the position of Manager, and is, in that capacity, authorized to execute any instruments transferring all real property held in the name of the Company and enter into other transactions on behalf of, or otherwise act for or bind, the Company; and
8. RESOLVED FURTHER, that the Statement of Authority to be prepared and filed with the Secretary of State of the State of Iowa pursuant to Iowa Code § 489.302(1) will show that there is no limitation of any kind on the authority of _____, or any other, future, Manager of _____, L.L.C., to execute instruments transferring any real property held in the name of the Company and enter into other transactions on behalf of, and to otherwise act for or bind the Company.
9. RESOLVED FURTHER, that the Statement of Authority to be prepared and filed as described herein will be in substantially the same form as Exhibit "A" attached hereto and made a part hereof by this reference; and
10. RESOLVED FURTHER, that in accordance with Iowa Code § 489.302(10), the Statement of Authority described herein which is to be prepared and filed with the Iowa Secretary of State as authorized by § 489.302(1), shall, unless earlier canceled pursuant to Iowa Code § 489.302(2), remain in full force and effect for five (5) from the date it, or its most recent amendment, becomes effective, at which time the Statement of Authority shall be canceled by operation of law, without need for further action or recording; and

11. RESOLVED FURTHER, that, in the event of any dispute among the Members concerning any Resolution contained herein, jurisdiction shall be in the Iowa District Court, in and for _____ County, which is the place of the Registered Office of the Company.

DATED this _____ day of _____, 20__.

STATE OF _____, COUNTY OF _____) ss.

_____, Member

This instrument was acknowledged before me on this _____ day of _____, 20__, by _____.

_____, Notary Public in and for the State of _____

(Seal)

STATE OF _____, COUNTY OF _____) ss.

_____, Member

This instrument was acknowledged before me on this _____ day of _____, 20__, by _____.

_____, Notary Public in and for the State of _____

(Seal)

STATE OF _____, COUNTY OF _____) ss.

_____, Member

This instrument was acknowledged before me on this _____ day of _____, 20__, by _____.

_____, Notary Public in and for the State of _____

(Seal)