

**CORPORATE RESOLUTION**  
**DESIGNATING TAX MATTERS PARTNER**

The undersigned, being all the directors of \_\_\_\_\_, a corporation organized and existing under the laws of the State of \_\_\_\_\_ (the "Corporation"), hereby consent to and adopt the following resolutions:

**WHEREAS**, the Corporation is a partner in \_\_\_\_\_, a partnership formed under the laws of the State of \_\_\_\_\_ (the "Partnership"); and

**WHEREAS**, pursuant to the provisions of the Internal Revenue Code and the partnership agreement of the Partnership, it is necessary and in the best interests of the Corporation and the Partnership to designate a "Tax Matters Partner" (or Partnership Representative, as applicable) to represent the Partnership in connection with administrative and judicial proceedings involving tax matters; and

**WHEREAS**, \_\_\_\_\_ is qualified and has agreed to serve in such capacity;

**NOW, THEREFORE, BE IT RESOLVED** that \_\_\_\_\_ is hereby designated as the Tax Matters Partner (and/or Partnership Representative) of the Partnership, with all the powers, duties, and responsibilities associated with such designation under the Internal Revenue Code, treasury regulations, and the Partnership's governing documents.

**RESOLVED FURTHER** that the Tax Matters Partner is authorized, empowered, and directed, in the name and on behalf of the Partnership, to execute and deliver all such agreements, documents, certificates, and instruments, and to take all such actions as may be necessary, appropriate, or advisable to carry out the intent and purposes of the foregoing resolution.

**RESOLVED FURTHER** that any actions previously taken by the officers or directors of the Corporation consistent with the purposes of these resolutions are hereby ratified, approved, and confirmed in all respects.

**IN WITNESS WHEREOF** the undersigned have executed this Corporate Resolution as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

**ATTEST:**

\_\_\_\_\_  
Secretary