

SECRETARY'S CERTIFICATE

I, _____, do hereby certify that: (i) I am the [Secretary OR Assistant Secretary] of _____, a corporation duly organized and existing under the laws of the State of Utah ("Corporation"); (ii) I am the keeper of the seal of the Corporation and the corporate records of the Corporation ("Corporate Records"); (iii) the following is an accurate transcript of the resolutions contained in the minute book of the Corporation, which resolutions were duly adopted and ratified at the meeting of the Board of Directors of the Corporation that was duly convened and held in accordance with the Corporate Records, at which time a quorum was present and acted throughout; and (iv) said resolutions have not been modified, repealed or rescinded in any way, but are in full force and effect:

"RESOLVED, that the named person or persons on the attached Rider 1 (singularly, Authorized Agent"; collectively, "Authorized Agents"), is authorized, directed, and empowered in the name of and on behalf of the Corporation, without the consent of any other person, to: (i) enter into a Dealer Agreement with COVINGTON CAPITAL CORPORATION, a Utah corporation ("Covington") concerning the sale to Covington of Installment Sale Contracts and Security and Disclosure Agreements (collectively "Contracts"), (ii) to modify, supplement or amend the Dealer Agreement, (iii) to enter into any other instruments, documents and agreements in connection with the Dealer Agreement that the Authorized Agent deems necessary, convenient or proper, and (iv) to do and perform any other acts necessary to carry out such power and authority; and be it

FURTHER RESOLVED, that the authority granted herein is deemed to be retroactive, and all acts authorized by this resolution, but performed prior to its adoption, are hereby ratified and approved; and be it

FURTHER RESOLVED, that Covington may rely on the foregoing resolutions and the authority of the Authorized Agents to act for the Corporation until it receives written notice of the revocation of such Authorized Agent's authority, and receipt of such notice shall not affect any action taken or purchase made prior thereto; and be it

FURTHER RESOLVED, that the Secretary is hereby authorized and directed to certify to Covington that the foregoing resolutions and the provisions thereof are in conformity with the Corporate Records."

I do further certify that the Dealer Agreement entered into by the Corporation and Covington is an agreement referred to in said resolutions and was duly executed pursuant thereto and there are no restrictions imposed by the Corporate Records restricting the power or authority of the Board of Directors of the Corporation to adopt the foregoing resolutions or upon the Corporation or the Authorized Agents to act in accordance therewith.

I do further certify that on the attached Rider 1 is the name or names and specimen signatures of the Authorized Agents of the Corporation empowered and authorized by the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation on this the _____ day of _____, 2010.

CORPORATE SEAL

[Secretary OR Assistant Secretary]

**RIDER 1
TO
SECRETARY'S CERTIFICATE
(Name of Corporation)**

Authorized Agents

Name:

Signature:
