

RESOLUTION OF

WHEREAS, _____ (“COMPANY”) owns Lot(s) _____ in the Gentry Waipio Industrial Area and as a result is a member of the Gentry Waipio Industrial Area Association (“GWIAA”).

WHEREAS, only owners of Lots in the Gentry Waipio Industrial Area are entitled to serve on the GWIAA Board of Directors or Design Committee.

WHEREAS, before someone associated with an entity owner of a lot can serve on the GWIAA Board of Directors or Design Committee, they must meet at least one of the following five categories of qualifications (“QUALIFICATIONS”) indicating that they have ownership powers for the entity owner of a lot:

1. An officer of a corporate owner of a Lot.
2. A General Partner of a partnership owner of a Lot;
3. A Manager of a manager controlled limited liability company owner of a Lot;
4. A Member of a member controlled limited liability company of a Lot;
5. An agent of any entity owner of a Lot that is designated in writing by the entity owner of the Lot, provided that the agent has the power to vote for the entity member at GWIAA membership meetings, vote by written consent on GWIAA issues and sign proxies for the entity member for GWIAA membership meetings.

WHEREAS, the COMPANY wishes to have _____ (“REPRESENTATIVE”) serve as the COMPANY’s representative on the GWIAA Board of Directors or Design Committee.

WHEREAS, the COMPANY warrants that REPRESENTATIVE meets one of the above five QUALIFICATIONS to serve on the GWIAA Board of Directors or Design Committee.

WHEREAS, the COMPANY warrants that if REPRESENTATIVE only meets the fifth QUALIFICATIONS, REPRESENTATIVE is authorized to vote at GWIAA membership meetings, vote by written consent on GWIAA issues and sign proxies for the entity member for GWIAA membership meetings and GWIAA can rely on this representation and warranty.

WHEREAS, the COMPANY further warrants that this RESOLUTION has been adopted by the COMPANY in accordance with the governing documents for the COMPANY.

NOW THEREFORE BE IT RESOLVED THAT the governing body of the COMPANY hereby designates _____ as its representative to serve on the GWIAA Board of Directors or Design Committee.

BE IT FURTHER RESOLVED THAT this resolution shall remain in effect until the GWIAA Board of Directors receives writing notification from the COMPANY that the resolution has been amended or rescinded.

I, _____, the _____ of the COMPANY, do hereby certify that the foregoing is a true copy of the resolution duly adopted by the governing body of the COMPANY in accordance with the governing documents of the COMPANY and duly entered in the records of the COMPANY and that this resolution is in full force and effect.
