

Certified Copy of Resolutions of Corporation

The undersigned officer hereby certifies that I hold the office indicated below my name and signature of _____ (the "Corporation"), a corporation duly incorporated and existing under the laws of the State of _____, and that the following resolutions (the "Resolutions") were duly adopted at a meeting of the Board of Directors of the Corporation (the "Board") duly held, or, if permissible under applicable law, by unanimous written consent.

If the Resolutions were adopted at a meeting, I hereby certify that at such meeting there were present and acting throughout a quorum authorized to adopt the Resolutions, and that the proceedings of said meeting were in accordance with the charter and by-laws of the Corporation.

If the Resolutions were adopted by unanimous written consent, I hereby certify that the Resolutions were adopted in accordance with the applicable procedures set forth in the charter and by-laws of the Corporation and applicable law.

I hereby further certify that: (1) the Resolutions are duly recorded in the minutes of the meetings of the Board; (2) the Resolutions have not been amended or revoked and are in full force and effect; (3) neither the charter nor the bylaws of the Corporation, nor any agreement or other instrument to which the Corporation is a party or by which it is bound, conflict with the Resolutions, or require the vote or consent of the shareholders of the Corporation to authorize any act, matter or thing described in the Resolutions.

RESOLVED, that the Corporation has entered or will enter into one or more commercial, lease and/or retail installment sale finance agreements with a licensed motor vehicle dealer who, in turn, intends to assign them to Ally Financial Inc. or one of its affiliates (individually and collectively "Ally") whereby the Corporation will receive credit and/or lease accommodations in connection with the purchase and/or lease of motor vehicles (the "Credit Documents");

RESOLVED, that, pursuant to the Credit Documents, the Corporation may grant Ally a security interest in certain now-owned or hereafter-acquired property of Corporation and any and all proceeds thereof and that the Corporation may assume certain credit and/or lease obligations to Ally in connection with the credit extensions provided by Ally;

RESOLVED, that any officer, manager, director, shareholder of the Corporation, any person purporting to act in one of those capacities or on the Corporation's behalf, and any Authorized Party whose name and signature are set forth here (Authorized Party Name: _____ Authorized Party Signature: _____) are authorized and empowered to sign the Credit Documents and any and all documents necessary or required by Ally in connection with the Credit Documents, and from time to time to perform all such other acts and things deemed by him/her necessary, convenient, or proper to carry out, modify or supplement the Credit Documents or any other such agreements and arrangements made with Ally in connection with them.

Resolutions certified by: <hr style="width: 80%; margin: 5px auto;"/> (Name of Officer of Corporation) <hr style="width: 80%; margin: 5px auto;"/> (Signature of Officer of Corporation) <hr style="width: 80%; margin: 5px auto;"/> (Title of Officer of Corporation)

Federal Tax ID: _____ Dated: _____

Notarization Block

(Required only if directed by Ally)

State of _____)
 County of _____)

On this ____ day of _____, 20____ before me, _____, a
(Name of Notary)
 Notary Public, personally appeared _____, who
(Name of Signatory)

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State set forth above that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

 Notary Public