

**OFFICER'S CERTIFICATE OF  
LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT  
FOUNDATION, INC.**

December \_\_\_\_, 2017

The undersigned is the duly appointed, qualified and acting Secretary for Las Vegas-Clark County Library District Foundation, Inc., a Nevada nonprofit corporation (the "Corporation"), and does hereby represent, warrant and certify as follows:

1. Attached hereto as Exhibit A is a true, correct and complete copy of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), and such Articles of Incorporation have not been further amended, repealed or revoked and remain in full force and effect as of the date hereof.

2. Attached hereto as Exhibit B is a true, correct and complete copy of the Bylaws of the Corporation (the "Bylaws") and such Bylaws have not been further amended, repealed or revoked and remain in full force and effect as of the date hereof.

3. Attached hereto as Exhibit C are true, correct and complete copies of the Certificate of Good Standing, dated as of [\_\_\_\_], 2017.

4. A true, correct and complete copy of the Resolutions attached as Exhibit D (the "Resolutions") were duly adopted by the Corporation and are in full force and effect as of the date hereof and have not been amended, modified or rescinded.

5. The undersigned is the President of the Corporation as indicated below, and in such capacity is fully authorized to execute documents on behalf of the Corporation by the Resolutions, and the signature of such person above his name and title below is his genuine signature:

\_\_\_\_\_  
Edward Kojane, President

*[Signature Page to follow]*

Executed as of the date first above written.

By \_\_\_\_\_  
Keiba Crear, Secretary

[Signature Page to Officer's Certificate of Las Vegas-Clark County Library District Foundation]

**EXHIBIT A**  
**ARTICLES OF INCORPORATION**

[SEE ATTACHED]

**EXHIBIT B**

**BYLAWS**

[SEE ATTACHED]

**EXHIBIT C**  
**CERTIFICATE OF GOOD STANDING**

[SEE ATTACHED]

**EXHIBIT D**  
**RESOLUTIONS**

[SEE ATTACHED]