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CERTIFICATE OF SECRETARY

I, BRUCE SHIELDS, hereby certify as follows:

1. I am the duly elected, qualified and acting secretary of Vermont Farm Bureau Service Company, Inc., a Vermont corporation.

2. The following resolutions were adopted by the Board of Directors at a legally warned meeting on May 4, 2000:

RESOLVED that this corporation sell the development rights and conservation restrictions on 44 acres of land it owns in the Town of Richmond, Vermont to Richmond Land Trust, Inc., in accordance with the provisions of a Purchase and Sale Agreement signed by the corporation and Richmond Land Trust, Inc., on May 27, 1999 and May 28, 1999, respectively; and it is

FURTHER RESOLVED that this corporation sell and convey to the Richmond Land Trust, Inc. a parcel of land containing 3.6 acres, more or less, as depicted on a plan entitled, "Land To Be Conveyed From Vermont Farm Service Bureau Company, Inc. to Richmond Land Trust, Inc., Route 2, Richmond, Vermont, December 1999," by T. Bass Land Surveys in accordance with the provisions of a Purchase and Sale Agreement between the corporation and the Richmond Land Trust, Inc.; and it is

FURTHER RESOLVED that the corporation consummate a mortgage loan with Yankee Farm Credit, ACA in the principal amount of TWO HUNDRED TWENTY-FIVE THOUSAND and no/100 Dollars (\$225,000.00), and in connection with said loan the corporation is authorized to mortgage real property it owns situated on the northerly side of U.S. Route 2 in the Town of Richmond, Vermont; and it is

FURTHER RESOLVED that TIMOTHY F. BUSKEY, SR., the corporation's duly authorized agent, is authorized to execute all documents and instruments necessary to consummate the sale of the development rights and conservation restrictions to the Richmond Land Trust, Inc., to sell the fee title to the 3.6 acre parcel of land to the Richmond Land Trust, Inc. and to borrow \$225,000.00 from Yankee Farm Credit, ACA, such documents to include, but not be limited to, a grant of development rights and conservation restrictions, warranty deed, Vermont property transfer return, promissory note and mortgage deed.

3. Such resolutions have not been rescinded or modified in any respect and are presently in full force and effect.

Dated this 10th day of May, 2000.

RICHMOND, VT TOWN CLERK'S OFFICE

Received for record
May 17 A.D. 2000
At 9 o'clock 00 minutes A M
and recorded in Book 115 Page 158
of Land Records.

Attest:
Verma E. Goodhue
Town Clerk

Bruce P. Shields
BRUCE SHIELDS, Secretary

Before me Susan K. [Signature]
Notary Public
My Commission expires: 2/10/93