

**HYUNDAI CAPITAL AMERICA\***  
**CERTIFIED CORPORATE RESOLUTIONS AND INCUMBENCY CERTIFICATE**

The undersigned hereby certifies to Hyundai Capital America that (i) he or she is the  secretary  officer  general partner  manager  member ("Authorized Person") of \_\_\_\_\_ (the "Company") and has the authority to make the certifications set forth herein to Hyundai Capital America, (ii) the Company is a  corporation  limited liability company  limited partnership  general partnership duly formed, validly existing and in good standing under the laws of the state of \_\_\_\_\_, and (iii) the following are true, complete and correct resolutions duly adopted by the governing body (board of directors, shareholders, partners, manager(s), member(s) or owner(s)) of the Company at a meeting duly called and held on \_\_\_\_\_, 20\_\_\_\_ and at which a quorum was present and voting, and that such resolutions have not been amended or rescinded and are now in full force and effect:

"RESOLVED, that the Company be, and hereby is, authorized to lease or purchase the vehicle(s) described below (collectively, the "Vehicle(s)") from \_\_\_\_\_ (the "Dealer");

Year	Make/Model	Vehicle Identification Number
Year	Make/Model	Vehicle Identification Number
Year	Make/Model	Vehicle Identification Number
Year	Make/Model	Vehicle Identification Number

RESOLVED, that the officers, partners, members, managers, and employees of the Company, and any of them acting individually, be, and hereby are, authorized to enter into and perform on behalf of the Company one or more retail installment contract(s) or lease agreement(s) (collectively, "Contract(s)"), by and between the Company and the Dealer, for the lease of the Vehicle(s) or the financing of the purchase of the Vehicle(s), which Contract(s) may be assigned by the Dealer to Hyundai Capital America;

RESOLVED, that the officers, partners, members, managers, and employees of the Company, and any of them acting individually be, and hereby are, authorized to do any and all acts, including, but not limited to granting of a security interest in any assets of the Company, including but not limited to the Vehicle(s), to secure the Company's obligations under the Contract(s) and any amendments, renewals, and extensions thereof, to negotiate, make, complete, execute and deliver the Contract(s), and any of the agreement(s), instruments or documents provided for in the Contract(s) or appropriate to facilitate the transactions authorized herein, on such terms and at such rates of interest as may appear to any one of them in his or her sole discretion to be necessary or appropriate;

RESOLVED, that the secretary/officer/general partner/manager/member of the Company be, and hereby is, authorized to provide to Hyundai Capital America, upon request, an incumbency certificate or other document designating the persons authorized to execute contracts on behalf of the Company and any other document required by the Contract(s) or in connection with the lease or purchase of the Vehicle(s), including without limitation a copy of these resolutions; and

RESOLVED, that these resolutions may be relied upon by Hyundai Capital America until receipt by it of a written notice of any change therein;

The undersigned further certifies that the following individuals are the duly elected and acting officers of the Company as of the date hereof and that their genuine signatures appear after their respective names:

<u>Name</u>	<u>Office</u>	<u>Signature</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

IN WITNESS WHEREOF, this Certificate has been executed and delivered as of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

[Corporate Seal]