

ATTORNEY AFFIRMATION REGARDING A LIMITED LIABILITY COMPANY (No Written Operating Agreement)

Title No. _____

Exception No.: _____

_____, an attorney at law duly licensed to practice law in State of New York, hereby affirms the following under penalty of perjury:

1. That I am the attorney for _____, a New York Limited Liability Company.
2. I have represented the above named Limited Liability Company since _____.
3. I have prepared and/or reviewed the Articles of Organization for said Limited Liability Company.
4. That there is **no written Operating Agreement** for said Limited Liability Company.
- 5(a). The name(s) of ALL of the Members of the above named Limited Liability Company are as follows:

_____.
- 5(b). The name(s) of ALL of the Managing Member(s) of the above named Limited Liability Company are as follows:

_____.
- 5(c). Said Managing Members are empowered to execute any and all documents required for the _____ [sale, purchase, lease, mortgage, pledge or other transfer(s)] of property located at _____ and more particularly described in Schedule A of the above referenced title report.
- 5(d). That ALL of the above named Members/Managers shall execute/have executed any and all documents required for the above transaction.
6. The above named Limited Liability Company has not been dissolved and there have been no changes in the composition of said Limited Liability Company since its formation, namely it has not been dissolved, none of its members are deceased, bankrupt or incapacitated, and no members have been expelled or withdrawn.
7. The transaction being conducted (_____ [sale, purchase, lease, mortgage, pledge, or other transfer(s)]) of said premises is in the normal course of business of the Limited Liability Company and does not constitute the sale or pledging of all or substantially all of the assets of the Limited Liability Company.
8. That the above named Limited Liability Company has fully complied with all publication requirements, including but not limited to the filing of the certificate and affidavits of publication with the Department of State, and the Limited Liability Company has full authority to carry on, conduct or transact business in New York State.
9. That there are no judgments, environmental control board judgments, parking violations bureau judgments, any other special municipal judgments, federal or state tax liens or warrants against said Limited Liability Company and the judgment(s), environmental control board judgment(s), parking violations bureau judgment(s), other judgment(s), federal or state tax lien(s), warrant(s) or lien(s) against the Limited Liability Company, if any, returned in the above captioned report of title are not against the Limited Liability Company but against a party of the same or similar name and said Limited Liability Company has never conducted business at any of the addresses stated in said report.
10. I make this affirmation to induce Eagle Abstract Corp. and its underwriter to insure title to the subject premises knowing that they will rely upon the truth of the statements made herein and that said statements are based upon my actual knowledge of the facts.

The above is hereby affirmed under penalty of perjury this ____ day of _____, _____.
