

Investor Name: \_\_\_\_\_

Account Number: \_\_\_\_\_

Date: \_\_\_\_\_

I, the undersigned, \_\_\_\_\_ (office or capacity) of \_\_\_\_\_ (name of organization in full) (the "Investor"), a [corporation / company / partnership / other] (circle one) existing under the laws of the State of \_\_\_\_\_ (state in which the Investor is organized), do hereby certify that, pursuant to:

(1) a valid meeting of the [board of directors / board of managers / trustees / partners] (circle one) of the Investor, at which said meeting a quorum was present, held on \_\_\_\_\_, 20\_\_\_\_, or

(2) a valid written consent of the [board of directors / board of managers / trustees / partners] (circle one) of the Investor dated \_\_\_\_\_, 20\_\_\_\_,

resolutions were unanimously authorized, adopted, and recorded according to the governing documents of the Investor and are in full force and effect:

BE IT RESOLVED, that all of the persons listed below are, and any one of them hereby is, fully authorized, empowered, and directed to invest and make any modifications to investments in \_\_\_\_\_ (each, a "Hines Program") and that each of such persons is hereby authorized, empowered and directed to act on behalf of the Investor to sign and deliver any necessary documentation and to cause the Investor to carry out any contract, arrangement, or transaction; to give written or oral instructions with respect to the Investor's investments in each Hines Program; to make payments as may be necessary in connection with any investment in a Hines Program; and generally to take all actions considered desirable and necessary in connection with an investment in a Hines Program; and

BE IT FURTHER RESOLVED, that any of the authorized persons listed below is authorized, empowered and directed to certify, under the Investor's seal, if any, to you a true copy of these resolutions.

I further certify that: (i) the authority thereby conferred is not inconsistent with the governing documents of the Investor; (ii) the persons listed below have been duly elected or appointed, have duly qualified and on the date hereof are officers of the Investor holding the respective offices set forth opposite their names, and (iii) the signatures set forth opposite the names of the persons listed below are genuine.

NAME	TITLE	SIGNATURE
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Investor this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ by order of the [board of directors / board of managers / trustees / partners] (*circle one*) of the Investor.

\_\_\_\_\_

Name:

Title:

(Affix Organizational Seal)

\_\_\_\_\_\*

Name:

Title:

\_\_\_\_\_\*

Name:

Title:

**\*Note: If the person certifying the resolutions above is among those authorized in the resolutions above, then a second officer of the Investor must also sign this certification. If the governing documents of the Investor require the signature of more than one authorized signatory with respect to any of the actions to be taken on behalf of the Investor, then all individuals whose approval is required for such actions must execute this certification.**