

POWER OF ATTORNEY

**Know All Men by These Presents,**

**That the** .....  
Company, a corporation chartered by and organized under the laws of .....  
and having its principal office at ..... in said state  
of ..... desiring to transact business in the State of Vermont,  
in conformity with the laws thereof, hereby constitutes and appoints the Secretary of State of the State  
of Vermont and his successor in office its true and lawful attorney in and for said State of Vermont, upon  
whom all lawful process in any action or proceeding against it and all notices relating to taxation under  
the laws of the State of Vermont may be served in like manner and with the same effect as if served on  
said Company within the State of Vermont and the said Company hereby stipulates and agrees that any  
lawful process against it or any notice relating to taxation under the laws of said State which is served  
on said Secretary of State, shall have the same force and validity as if served on said Company within the  
State of Vermont.

The authority given in this appointment shall continue in force so long as any liability to any resi-  
dent of this State remains unsatisfied.

Said Company requests that copies of legal process affecting it be forwarded to .....

(Corporate Seal)

**In Witness Whereof**, the aforesaid Company, pursuant to a resolution  
or vote of its Board of Directors, duly passed on the .....  
day of ....., 20 ... , (a certified copy whereof is  
hereunto annexed), hath caused these presents to be subscribed  
by its President and countersigned by its Secretary, and the  
corporate seal of said Company to be hereunto affixed, this  
..... day of ..... in the year  
two thousand and .....  
....., President  
....., Secretary

State of ..... }  
County of ..... } SS.

On this ..... day of ..... A. D., 20 ....., before me, the subscribers, appointed and qualified, personally appeared the before named ..... President, and ..... Secretary of the ..... Company, (who are personally known to me) and severally acknowledge the foregoing instrument, by them subscribed; and they severally made oath that they are respectively the afore-described officers of said company; that the seal affixed to said instrument is its true and proper corporate seal; and that they subscribed said instrument and that said corporate seal was affixed, by virtue of authority duly conferred by said corporation.

**Witness** my hand and seal at ..... in the State and County aforesaid, day and year above written.

.....  
.....

NOTE— The vote, enclosed below in quotation marks, **must** have been passed verbatim and endorsed on the records of the corporation, prior to the execution and delivery of the power of attorney attached hereto, and the following certificate **must** be filled out properly and signed by the Clerk or Secretary of the corporation, or all papers will be returned.

I HEREBY CERTIFY the the following is a true copy of vote, relative to the appointment of the Secretary of State of Vermont as attorney for the .....  
(Name of Corporation)

and execution of power of attorney covering such appointment, adopted at a meeting of the Board of Directors of said Corporation, duly warned and held at ..... in the State of ....., on the ..... day of ..... 20 ....., as appears in the records of said Corporation covering said meeting of directors:

“VOTED That the ..... a corporation organized and existing under the laws of the State of ..... and having its principal place of business at ....., in said State, desiring to transact business in the State of Vermont in conformity with the laws thereof, hereby constitutes and appoints the Secretary of State of said State of Vermont, and his successors in office, its true and lawful attorney in and for said State, upon whom all lawful process in any action or proceedings against it and all notices relating to taxation under the laws of said State may be served in like manner and with the same effect as if served on said Corporation within said State, and said Corporation hereby stipulates and agrees that any lawful process against it or any notice relating to taxation under the laws of the State of Vermont which is served upon said Secretary of State, as attorney aforesaid, shall have the same force and validity as if served on said Corporation within the State of Vermont or as if said Corporation were domiciled in said State.

The authority given in said appointment of attorney and the stipulation and agreement above stated shall be irrevocable and remain and continue in force so long as any liability to any resident of said State of Vermont remains unsatisfied.

The President and Secretary of said Corporation are hereby authorized, empowered and instructed to execute and deliver power of attorney covering above mentioned appointment in such form as said Secretary of State may prescribe.”

I FURTHER CERTIFY That ..... and ..... were the duly elected, qualified and acting President and Secretary, respectively, of said ..... at the time the above vote of Directors were adopted and when the power of attorney authorized in said vote was executed and delivered to the Secretary of State of the State of Vermont, all as appears in the records of said Corporation in my custody.  
(Name of Corporation)

Dated at ..... in the County of ..... and State of ..... this ..... day of ..... 20.....

ATTEST:

(Corporate Seal)

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(Clerk or Secretary)

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STATE OF VERMONT

**Appointment of Attorney**

BY THE

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OF

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STATE OF VERMONT

**Office of Secretary of State**

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Filed ..... A. D. 20.....  
Secretary of State

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