

## SECRETARY'S CERTIFICATE

I, Elinore N. Mitchell, do hereby certify that: I am the Secretary of Goodman (hereinafter the "Corporation,") the following are true and correct copies of resolutions duly adopted by the Board of Directors of the Corporation at the special meeting held 19<sup>th</sup> May, 2005, and entered in the minute book of the Corporation; the meeting was duly and regularly called and held in accordance with the bylaws of the Corporation; the executed Loan Agreement Amendment and Refinancing Note(s) are true and exact copies of the forms thereof authorized and approved by the Board of Directors to be executed, and none of the following resolutions has been rescinded or modified:

### RESOLUTIONS

1. RESOLVED that the Corporation borrow from the United States of America (the "Government,") acting through the Administrator of the Rural Utilities Service ("RUS"), an amount not to exceed \$ 273,000 for the purpose of refinancing certain outstanding note(s) payable to the Government or the Rural Telephone Bank (the "Bank") and borrow from the Bank, an amount not to exceed \$ 191,100, for the purpose of refinancing certain outstanding note(s) payable to the Bank or the Government and to purchase Class B Stock of the Bank in an amount equal to 5% of the loan from the Bank;

2. RESOLVED that the President is authorized on behalf of the Corporation to execute and deliver under its corporate seal, which the Secretary is directed to affix and attest, as many counterparts, respectively, as shall be deemed advisable of loan documents, including a loan agreement amendment, and refinancing note(s), as required by RUS and the Bank;

3. RESOLVED that the officers of the Corporation be, and each of them is authorized in the name and on behalf of the Corporation, to execute all such instruments, make all such payments and do all such other acts as in the opinion of the officer or officers acting may be necessary or appropriate in order to carry out the purposes and intent of the foregoing resolutions; and

I FURTHER CERTIFY THAT each member of the Board of Directors of the Corporation was furnished with notice of said meeting in compliance with the bylaws of the Corporation.

I FURTHER CERTIFY THAT the date of actual execution of the loan refinancing documents is \_\_\_\_\_, 20\_\_\_\_\_.

I FURTHER CERTIFY THAT the following are the names and signatures, respectively, of the officers of the Corporation identified below who validly held and occupied their respective positions on said date of actual execution of the documents.

<u>Office</u>	<u>Name</u>	<u>Signature</u>
President	<u>Blair J. Mitchell</u>	<u>Blair J. Mitchell</u>
Vice President	<u>W. JAY MITCHELL</u>	<u>W. Jay Mitchell</u>
Secretary	<u>Elinore N. Mitchell</u>	<u>Elinore N. Mitchell</u>
Treasurer	<u>ELINORE MITCHELL</u>	<u>Elinore Mitchell</u>

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the Corporation this  
2nd day of June, 20 05.

Elinore Mitchell  
Secretary

(Corporate Seal).

