

**HONDA**

Financial Services

**CORPORATE RESOLUTION TO LEASE**

- Honda Lease Trust, a Delaware Business Trust,
- HVT, Inc., a Delaware corporation, as Trustee for Honda Lease Trust (For Virginia Only)
- HVT, Inc., a Delaware corporation, (For New York Only)

RESOLVED, that any one or more of the officers of this corporation listed below, and/or any such officers' successor(s), and such other employees as may be designated by the board of directors from time to time are hereby authorized, directed and empowered for and on behalf of this corporation and in its name to execute and deliver a Closed-End Vehicle Lease Agreement dated as of \_\_\_\_\_, \_\_\_\_\_, between the lessor named therein and said lessor's assignee, named above (individually and collectively, "Lessor"), on such terms as may be agreed to by said persons, together with any documents or agreements deemed necessary or proper by Lessor in connection therewith, and any and all extensions, modifications and/or renewals thereof.

FURTHER RESOLVED, that any present or future officer or officers of this corporation be and hereby is directed to do and perform such acts and things deemed by such officer or officers necessary, convenient or proper to carry out, modify, or supplement any agreements and arrangements made between the corporation and Lessor, and the Board of Directors hereby ratifies, approves and confirms all such acts and things that any such officer has done or may do in connection with any of the matters outlined in these resolutions.

FURTHER RESOLVED, that Lessor is authorized to rely upon the aforesaid resolutions until receipt by it of written notice of any change, which change of whatever nature shall not be effective as to Lessor to the extent Lessor has relied upon the resolutions in the above form.

The officers referred to in these resolutions are:

<u>Title</u>	<u>Name</u>	<u>Authorized Signature</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

I, \_\_\_\_\_, Secretary of \_\_\_\_\_, a Corporation, do hereby certify that the resolution appearing above is a full, true and correct copy of a resolution of the Board of Directors of said corporation duly and regularly passed and adopted at a meeting of the Board of Directors of said corporation which was duly and regularly called and held in all respects as required by law and by the bylaws of said corporation on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, and that the signatures appearing on the above mentioned copy of said resolution are the genuine signatures of the persons mentioned in said resolution and authorized to act on behalf of said corporation as set forth in said resolution.

I further certify that said resolution has not been amended or revoked and is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as such Secretary and affix the corporate seal of said corporation this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

(SEAL)

\_\_\_\_\_  
Secretary