[Law Firm Letterhead]

[Date]

To: [Recipient Name/Entity]
[Recipient Address]
[City, State, Zip Code]

Re: Corporate Authority and Capacity Opinion Letter - [Company Name]

To Whom It May Concern:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the negotiation, execution, and delivery of the [Name of Agreement/Transaction Document] (the "Agreement"), dated as of [Date], by and among the Company and [Name of Other Parties].

In our capacity as counsel, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following:

- The Articles of Incorporation and Bylaws of the Company, as amended to date;
- Records of corporate proceedings of the Company relating to the authorization of the Agreement;
- A Certificate of Good Standing from the Secretary of State of [State] dated [Date];
- The executed Agreement; and
- Such other documents and certificates of public officials and officers of the Company as we deemed necessary for the purposes of this opinion.

Based upon the foregoing, and subject to the qualifications and limitations set forth herein, we are of the opinion that:

1. **Corporate Status:** The Company is a corporation duly incorporated, validly existing, and in good standing under the laws of the State of [State].
2. **Corporate Power:** The Company has the corporate power and authority to own its properties and to carry on its business as currently conducted and to execute, deliver, and perform its obligations under the Agreement.
3. **Authorization:** The execution, delivery, and performance of the Agreement have been duly authorized by all necessary corporate action on the part of the Company.
4. **Execution and Delivery:** The Agreement has been duly executed and delivered by the Company.
5. **No Conflict:** The execution and delivery of the Agreement do not violate the Company's Articles of Incorporation or Bylaws, or any applicable state or federal law or regulation.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. We express no opinion as to the laws of any other jurisdiction.

This letter is rendered solely for your benefit in connection with the transaction described above and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature of Authorized Partner]
[Name of Law Firm]