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| 40 41 42 43 44 | SECTION 3. CONDITIONS PRECEDENT 3.1. Closing Date. The obligation of each Lender to make a Revolving Loan or to issue a Letter of Credit, in each case on the Closing Date is subject to the satisfaction, or waiver in accordance with Section 10.5, of the following conditions on or before the Closing Date: — (a)Credit Documents. Administrative Agent and Arranger shall have received sufficient copies of this Agreement and the Pledge and Security Agreement originally executed and delivered by each applicable Credit Party for each Agent. — (b)Organizational Documents; Incumbency. Administrative Agent and Arranger shall have received (i) a copy of each Organizational Document executed and delivered by each Credit Party, as applicable, and, to the extent applicable, certified as of a recent date by the appropriate governmental official, each dated the Closing Date or a recent date prior thereto; (ii) signature and incumbency certificates of the officers of such Person executing the Credit Documents to which it is a party; (iii) resolutions of the board of directors or similar governing body of each Credit Party approving and authorizing the execution, delivery and performance of this Agreement and the other Credit Documents to which it is a party or by which it or its assets may be bound as of the Closing Date by its secretary or an assistant secretary as being in full force and effect without modification or amendment; (iv) a certificate of status, certificate of compliance or other certificate of good standing from the applicable Governmental Authority of each Credit Party's jurisdiction of incorporation, organization, amalgamation or formation and in each jurisdiction in which it is qualified as a foreign corporation or other entity to do business, each dated a recent date prior to the Closing Date; and (v) such other documents, including, without limitation, current international SRL licenses for the applicable Barbados Credit Parties, as Administrative Agent and Arranger may reasonably request. — | e | 519 520 521 522 523 | Lenders, effect such amendments to this Agreement and the other Credit Documents as may be necessary or appropriate, in the opinion of the Administrative Agent, to effect the provisions of this Section 2.25 SECTION 3. CONDITIONS PRECEDENT 3.1 Third Restatement Date. The effectiveness of this Agreement and the obligation of each Lender to make a Tranche B Term Loan, a Revolving Loan, or to issue a Letter of Credit, in each case on the Third Restatement Date are subject to the prior or concurrent satisfaction, or waiver in accordance with Section 10.5, of the following conditions; (a)Credit Party Documents. Administrative Agent and Arrangers shall have receive sufficient copies of each Credit Document executed and delivered by each applicable Credit Party for each Lender. (b)Organizational Documents; Incumbency. Administrative Agent and Arrangers shall have received (i) a copy of each Organizational Document executed and delivered by each Credit Party, as applicable, and, to the extent applicable, certifie as of a recent date by the appropriate governmental official, each dated the Third Restatement Date or a recent date prior thereto (or a certificate of a Responsible Officer certifying that the Organizational Documents previously delivered to Administrative Agent and Arranger on or about the Second Restatement Date or at Second Amendment and Restatement Joinder Date remain in full force and effect and unmodified as of the Third Restatement Date); (ii) signature and incumbency certificates of the officers of such Person executing the Credit Documents to which it is a party; (iii) resolutions of the board of directors or similar governing body of each Credit Party paroving and authorizing the execution, delivery and performance of this Agreement and the other Credit Documents to which it is a party or by which it or its assets may be bound as of the Third Restatement Date to its secretary or an assistant secretary as being in full force and effect without modification or amendment (joi a certificate of status, | | | |
| 5 | (c)No Material Adverse Effect. Since January 1, 2011, there shall not have occurred any fact, circumstance, effect, change, event or development that, individually or in the aggregate, has had or would reasonably be expected to have a Material | | | | | | |

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| 40 41 42 43 44 | SECTION 3. CONDITIONS PRECEDENT 3.1 Closing Date. The obligation of each Lender to make a Revolving Loan or to issue a Letter of Credit, in each case on the Closing Date is subject to the satisfaction, or waiver in accordance with Section 10.5, of the following conditions on or before the Closing Date: | 619 620 621 622 | CONDITIONS PRECEDENT 3.1 Third Restatement Date. The effectiveness of this Agreement and the obligation of each Lender to make a Tranche B Term Loan, a Revolving Loan, or to issue a Letter of Credit, in each case on the Third Restatement Date are subject to the prior or concurrent satisfaction, or waiver in accordance with Section 10.5, of the following conditions; (a)Credit Party Documents. Administrative Agent and Arrangers shall have receive sufficient copies of each Credit Document executed and delivered by each applicable Credit Party for each Lender. |
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