

CORPORATE RESOLUTION

CERTIFICATE OF RESOLUTIONS — BANKING

[ENTITY NAME] A [STATE] C Corp

Effective Date:

I, [SECRETARY OR EQUIVALENT OFFICER CERTIFYING THE], the duly elected, qualified, and acting Secretary of [ENTITY NAME] (the "Company"), a C Corp organized and existing under the laws of the State of [STATE] with its principal office at [PRINCIPAL OFFICE ADDRESS], **DO HEREBY CERTIFY** that the following resolutions were duly adopted by the Board of the Company on by unanimous written consent in lieu of a meeting, in accordance with the laws of the State of [STATE] and the Company's organizational documents, and that the same have not been rescinded, modified, or revoked and remain in full force and effect as of the date hereof:

Resolutions

WHEREAS, the Company desires to establish and maintain one or more deposit, cash-management, and related banking accounts and services at [FINANCIAL INSTITUTION BANK NAME] (the "Bank"); and

WHEREAS, the Board has determined that the establishment of such accounts is in the best interests of the Company;

NOW, THEREFORE, BE IT:

RESOLVED, that the Company is hereby authorized to open, maintain, and close deposit and related accounts at the Bank, including the following types of accounts: Checking; and it is further

RESOLVED, that the Bank is authorized to honor, receive, certify, or pay all instruments signed in accordance with the signature requirements below, even if drawn to the individual order of, or payable to, or deposited to the personal credit of, any authorized signer;

RESOLVED, that the following persons are designated as **Authorized Signers** with respect to the Company's accounts at the Bank:

[AUTHORIZED SIGNERS LIST NAMES AND TITLES]

RESOLVED, that the signature requirement for instruments drawn on Company accounts shall be: **any one (1) Authorized Signer acting alone**;

RESOLVED, that the Authorized Signers, acting in accordance with the signature requirement above, are authorized on behalf of the Company to: (a) sign, endorse, and deposit checks, drafts, notes, and other instruments; (b) withdraw funds from the Company's accounts by check, draft, wire transfer, ACH, or electronic means; (c) sign, countersign, or endorse in blank any check, note, draft, bill of exchange, or other instrument on which the Company is named as drawer, payee, or endorsee; (d) execute agreements relating to treasury, cash-management, online banking, merchant-card processing, lockbox, remote-deposit-capture, and similar services; (e) obtain debit cards, credit cards, and safe-deposit-box access for the Company; and (f) designate users and access levels on the Bank's online-banking and treasury platforms;

RESOLVED, that the Bank is authorized to rely upon this Certificate until it receives written notice of change or revocation, signed by a duly authorized officer of the Company;

RESOLVED, that the officers of the Company are, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to take any and all such further actions, and to execute, deliver, and file such further agreements, certificates, instruments, and documents as such officer(s) may deem necessary or appropriate to carry out the purposes and intent of the foregoing resolutions, the taking of any such action or the execution of any such document being conclusive evidence of the authorization hereby granted; and it is further

Certification

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Resolutions as of .

Secretary of [ENTITY NAME]

_____ PRINTED NAME
 _____ SIGNATURE
 _____ DATE

Incumbency Certificate

The undersigned Secretary of [ENTITY NAME] hereby certifies that the persons named below are, as of the date hereof, the duly elected or appointed officers of the Company, holding the offices set forth opposite their respective names, and that the specimen signatures set forth opposite their names are their genuine signatures:

Name	Title	Specimen Signature	--- --- ---	[DIRECTOR MEMBER SHAREHOLDER 1 FULL
LEGAL]	Director	_____		[SECRETARY OR EQUIVALENT OFFICER
CERTIFYING THE]	Secretary	_____		