

# Fulton Bank

Account # :  
Effective Date:

## CERTIFIED COPY OF CORPORATE RESOLUTIONS

I, the undersigned, certify that I am (Assistant) Secretary of

\_\_\_\_\_  
(the "Corporation"), a corporation organized under the laws of \_\_\_\_\_  
with its principal office located at the following physical address

\_\_\_\_\_  
, with a Federal I.D. Number of \_\_\_\_\_. I further certify that at a meeting of the Board of Directors of the Corporation, at which a quorum was present, the following resolutions were duly adopted and they have not been modified or rescinded, and are now in full force and effect, and that the same are not in contravention of or in conflict with the charter, article of incorporation or bylaws of the Corporation and are in accordance therewith and pursuant thereto:

"RESOLVED:

1. FULTON BANK, N.A., A NATIONAL BANKING ASSOCIATION, LANCASTER, PENNSYLVANIA (the "Bank") is hereby designated a depository of the Corporation and there may be deposited to its credit in one or more accounts with the Bank, either at its main office or any of its branches, any monies, checks or other instruments of the Corporation, subject to the rules and regulations established from time to time by the Bank. Any other property of the Corporation may be deposited with the Bank for safekeeping, custody or other purposes. Items for deposit, collection or discount may be indorsed by any person authorized to sign checks, or endorsements thereof may be made in writing or by a stamp and without designation of the person so endorsing.

2. Any one of the following persons:\*

\_\_\_\_\_  
\_\_\_\_\_  
is authorized, on behalf of the Corporation and in its name, in accordance with the rules and regulations applicable to such account: (a) to sign checks, drafts, notes, acceptances and other instruments and orders or otherwise arrange for the payment of money or for the withdrawal or delivery of funds or other property at any time held by the Bank for the account of the Corporation and to receive any thereof, and to issue written, oral, or mechanical instructions for the conduct of any account of the Corporation with the Bank; (b) to accept drafts, and other instruments payable at the Bank, and to waive demand, protest, and notice of protest or dishonor of any instrument made, drawn, or endorsed by the Corporation; (c) to endorse, negotiate and receive, or authorize the payment of, the proceeds of, any negotiable or other instruments or orders for the payment of money payable to or belonging to the Corporation; (d) to communicate instructions or orders by telephonic, electronic or other means, to make funds transfers, wire transfers, automated clearing house entries and payment orders of any nature for, on behalf of or in the name of the Corporation and to delegate such authority from time to time by appointment and removal of such other persons who may conduct such communications; and (e) to enter into agreements with Bank for, on behalf of or in the name

of the Corporation relating to any of the foregoing, a safe deposit box rental/lease, or any cash management, information, investment, financial or similar services.

**If the foregoing paragraph (or any other document or instrument provided by the Corporation to the Bank) indicates that the Corporation may conduct any of the banking or financial transactions identified above only upon the signature of two or more authorized persons (a “Multiple Signature Requirement”), it is expressly understood and agreed that such Multiple Signature Requirement is a matter of internal corporate controls only and that no Multiple Signature Requirement shall be binding upon the Bank. The Bank shall have no obligation to enforce, support, monitor or accept instructions concerning Multiple Signature Requirements and the Bank shall have no liability for any losses, liabilities or damages arising out of banking or financial transactions that are undertaken in violation of any Multiple Signature Requirement.**

3. That the Corporation also requests, authorizes and directs the Bank to accept and pay out of the monies now or hereafter on deposit with the Bank to the credit of the Corporation, any and all checks, drafts or other orders drawn upon the Bank in the name of the Corporation bearing the facsimile signatures of the persons now or hereafter authorized to sign checks, drafts or other orders on behalf of the Corporation, no matter by whom or how said facsimile signature(s) have been impressed thereon, the said facsimile signature(s) to be in the form of a specimen now or hereafter furnished to the Bank.
4. The Bank may follow all such instructions, and may honor all such checks and other instruments for the payment or delivery of money or property when signed or impressed as authorized above, including any payable to the Bank or to any signer or other officer or employee of the Corporation or to cash or to bearer, and may receive the same in payment of or as security for the personal indebtedness of any signer or other officer or employee of the Corporation or other person to the Bank or in any transaction whether or not known to be for the personal benefit of any such person, without inquiry as to the circumstances of their issue or the disposition of their proceeds, and without liability to the Corporation, and without any obligation upon the Bank to inquire whether the same be drawn or required for the business or benefit of the Corporation.
5. Any \_\_\_\_ of the following persons:\*

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6. is/are hereby authorized and empowered, at any time or times, on behalf of the Corporation and in its name, and upon such terms as such person or persons may determine: (a) to borrow or obtain other financial accommodations from, and engage in any other banking transactions with the Bank on a secured or unsecured basis; (b) to make, execute, endorse, accept and deliver notes, drafts, bills of exchange, acceptances, evidences of indebtedness and other instruments, and security and other agreements of the Corporation in or in connection with any transaction; (c) to secure any liability of the Corporation to the Bank by granting a security interest in and by pledge, mortgage or assignment, originally and in addition and in substitution, and delivery of any or all of the presently owned or hereafter acquired real, personal, tangible and intangible property of the Corporation; and (d) to sell, exchange,

purchase or otherwise deal in any such property and to deliver and accept delivery of the same, and the proceeds thereof, and to execute and deliver any agreement, endorsement, deed, transfer or assignment in connection therewith, to or from or through the Bank.

7. Any action heretofore taken by any officer or employee of the Corporation with respect to any of the matters stated above is hereby ratified and confirmed.
8. The Secretary or Assistant Secretary of the Corporation is hereby directed to certify to the Bank a copy of these resolutions and the name of the present incumbents of the offices or positions referred to herein, and to further certify from time to time hereafter the names of any successors to the present incumbents of said offices or positions, together with specimens of their respective signatures and facsimile signatures, and the Bank is hereby authorized, empowered and directed to rely upon any such certificate, unless and until the same shall have been formally modified or rescinded by a subsequent certificate of the Corporation actually received by the Bank.
9. Such authority in the Bank shall continue until the Bank has actually received a certified copy of a subsequent resolution of the Board of Directors of the Corporation modifying or rescinding any or all of such resolutions shall have been actually received by the Bank."

\*When designating authorized persons, use officer titles rather than names, if such persons are officers of the Corporation.

I further certify that following person(s) are officer(s) of the Corporation in the capacity set forth opposite his, her or their respective name(s) (list those officers authorized under paragraphs 2 and 5 above):

Name	Signature & Title	Facsimile Signature (if any)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

\_\_\_\_\_  
WITNESS my hand and the seal of the Corporation as of this \_\_\_\_ day of \_\_\_\_\_ ,  
20\_\_\_\_.

(Corporate Seal)

\_\_\_\_\_  
(Assistant) Secretary or Sole Officer

If the signatory above is not the Sole Officer of the Corporation and the person signing the foregoing certificate is authorized to sign and act as above stated without other countersignature, then the President or Vice President or some other principal officer of the Corporation must sign the following confirmation:

I, \_\_\_\_\_ (name and title) of the  
Association, do hereby certify that the \_\_\_\_\_ (title such as Secretary) of  
the Association is duly authorized to sign and act as above without other signature or  
countersignature.

WITNESS my hand as of this \_\_\_\_\_ day of \_\_\_\_\_ , 20\_\_\_\_.

Name: \_\_\_\_\_

Title:

If the signatory above is the Sole Officer of the Corporation and the person signing the foregoing certificate is authorized to sign and act as above stated without other countersignature, an adult witness to the officer's signature must sign the following confirmation.

WITNESSED the Sole Officer signature as of this \_\_\_\_\_ day of \_\_\_\_\_ , 20\_\_\_\_.

\_\_\_\_\_  
Witness