

**CORPORATE RESOLUTION AND INCUMBENCY CERTIFICATE**

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THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

1. I am an officer, namely \_\_\_\_\_ of \_\_\_\_\_  
 (the "Corporation"), a corporation duly organized and existing under the Laws of; \_\_\_\_\_

2. The following resolutions have been duly adopted by the Board of Directors of the Corporation and are still in full force and effect:  
 RESOLVED THAT, the Corporation is duly authorized and permitted to open and maintain one or more cash or margin accounts ("Accounts") for the purpose of purchasing, investing in, or otherwise acquiring, selling, possessing, transferring, exchanging, pledging, or otherwise disposing of, or turning to account of, or realizing upon, and generally dealing in and with any and all forms of securities including, but not by way of limitation, shares, stocks, options, stock options, stock index options, foreign currency options and debt instrument options, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, warrants, certificates of deposit, mortgages, choses in action, evidences of indebtedness, commercial paper, certificates of indebtedness and certificates of interest of any and every kind and nature whatsoever, secured or unsecured, whether represented by trust, participating and/or other certificates or otherwise, and margin transactions, including short sales and including any form of cash management function, including without limitation debit cards, check writing and margin privileges from which account funds may be directly spend, for which the Corporation shall be responsible.

FURTHER RESOLVED, that the persons occupying the following offices and/or positions with the Corporation (the "Authorized Persons"), or any one of them acting individually, be and the same is hereby authorized in the name and on behalf of this Corporation to open and maintain the Accounts reference in the foregoing resolution:

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

3. The persons named below hold such offices and/or positions with the Corporation as are indicated opposite his or her name, and the signature appearing opposite each such person's name is the true signature of such person:

<b>X</b>	_____	_____	_____
	Signature	Printed Name	Title

<b>X</b>	_____	_____	_____
	Signature	Printed Name	Title

<b>X</b>	_____	_____	_____
	Signature	Printed Name	Title

<b>X</b>	_____	_____	_____
	Signature	Printed Name	Title

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of this Corporation on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

**X**  
 \_\_\_\_\_  
 Signature and Title of Certifying Officer