

Account Number: \_\_\_\_\_

# CORPORATE

## CERTIFICATE OF AUTHORITY

Date: \_\_\_\_\_

I, the undersigned, hereby certify to Capital One (USA) N.A. and Capital One N.A., (hereafter, Capital One), that I am the Secretary of \_\_\_\_\_, (the Corporation) a corporation duly organized and existing under the laws of the State of \_\_\_\_\_, and that the following is a true copy of resolutions duly adopted by the Board of Directors of said Corporation and said resolutions are in conformity with the charter and by-laws of said Corporation and the names, titles and official signatures of the officers of this Corporation set forth in the following copy of said resolutions are correct and accurate.

RESOLVED, that Capital One, is hereby designated as the depository of the Corporation and that a deposit account be opened and maintained in the name of this Corporation for its own benefit and not as a broker or for or on behalf of any other party with Capital One.

FURTHER RESOLVED, that all checks, drafts, notes, acceptances or other orders for the payment of money from said account shall be signed by any one of the following officer(s) in the following manner:

Designated Officer Name	Title	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

and in addition to the above authorization to sign checks, any one of such officers and all other agents and employees of this Corporation are hereby authorized to endorse all notes, drafts, checks, bills, certificates of deposit, or other instruments owned or held by this Corporation, for deposit in said account, or for collection by Capital One, and that any deposit or collection made with Capital One, may be by written or stamped endorsements of this Corporation without any designation of the person making such endorsement; and

FURTHER RESOLVED, that Capital One may and is hereby authorized to honor, receive, certify, or pay in cash or credits without any liability whatsoever all checks or other instruments signed in accordance with this resolution, and/or any checks or other instruments owned or held by this Corporation, even though drawn or endorsed to the order of cash, or to this Corporation or to any officer, agent or employee of this Corporation or which may be tendered by an officer, agent or employee of this Corporation for cashing, or in payment of the individual obligation of an officer, agent or employee of this Corporation, or for deposit to the personal account of an officer, agent or employee of this Corporation, and Capital One shall not be required or be under any obligation to inquire as to the circumstances of the issuance or use of any such check or other instrument signed or endorsed in accordance with this resolution, or the application or disposition of such check or other instrument or the proceeds thereof; and

FURTHER RESOLVED, that the officer(s) listed above is/are hereby authorized, for and on behalf of this Corporation, to transact any and all business of this Corporation with or through Capital One, including by way of illustration but not in limitation of the aforesaid general authority, to borrow money, establish letters of credit, or obtain credit for this Corporation, and to make and deliver notes, secured or unsecured drafts, acceptances, agreements or obligations of this Corporation evidencing the indebtedness of this Corporation, and as security therefore he/she or they shall have full authority on behalf of this Corporation to pledge, assign, transfer, endorse, guarantee, hypothecate, sell, execute and deliver to Capital One any stocks, bonds, securities, bills and notes receivable, accounts receivable, bills of lading, warehouse receipts, insurance policies, certificates of deposit, other evidences of indebtedness, negotiable or otherwise, and any other property, of whatsoever nature held by or belonging to this Corporation, and in connection therewith he or they shall have full authority on behalf of this Corporation to execute and deliver to Capital One, any and all instruments of assignment, sale, transfer, guarantee, pledge, hypothecation, security agreements, financing statements, mortgages, deeds of trust, notes and any other contracts and agreements which may be required by Capital One, with or without the Corporate Seal of this Corporation affixed; and he/she or they shall have full authority on behalf of this Corporation to discount any bills, notes or accounts receivable, or other commercial paper and instruments held or owned by this Corporation with full authority to endorse, transfer, sell, guarantee and deliver the same in the name of this Corporation; and

FURTHER RESOLVED that these resolutions shall remain in full force and effect and Capital One may act pursuant thereto until the actual receipt by Capital One of a written notice purporting to be under the Seal of this Corporation and purportedly signed by the President or Secretary of this Corporation notifying Capital One of any change, amendment or rescission of these resolutions and the receipt of such notice shall not affect any action or acts taken by this Corporation or Capital One prior thereto. In the event conflicting written notices are received by Capital One purporting to be under the Seal of, and purportedly signed by the President or Secretary of, this Corporation growing out of or relating to any change, amendment or rescission of these resolutions, this Corporation expressly agrees and consents that Capital One, without owing any liability whatsoever to this Corporation, its agents, employees and stockholders, or any third parties, may, but is not required to, withhold, restrict and impound all or any part of the deposits, money or property of this Corporation in its hands and immediately thereafter may refuse to honor any and all demands for the payment of checks or other instruments drawn by this Corporation and subsequently presented to Capital One for payment, or for the withdrawal of any such deposits or monies and may subsequently file a suit in interpleader and this Corporation hereby declares to assent to the passing of an Order by the Court requiring the parties sending such written notices and this Corporation to interplead and litigate in such Court their several claims and rights among themselves; and

FURTHER RESOLVED, that the Secretary of this Corporation shall be and he/she is hereby authorized and directed to deliver and certify to Capital One a certified copy of these Resolutions and that the same are in conformity with the charter and by-laws of this Corporation together with a certificate setting forth the names and certifying to the signatures of the present officers of this Corporation, and Capital One shall be free from liability and fully protected in relying on such certifications of the Secretary and shall be indemnified and saved harmless from any claims, demands, expenses, loss or damage resulting from, or growing out of, honoring the signature of any officer so certified, or refusing to honor any signature not so certified; and

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the Seal of this Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Secretary

\_\_\_\_\_

Date

\_\_\_\_\_

(Affix Corporate Seal)