

AFFILIATE CERTIFICATE OF ACCOUNT RESOLUTIONS

To **BMO Harris Bank N.A.** ("Bank")

I HEREBY CERTIFY that I am a duly qualified and authorized individual having custody of the records of

a(n), carrying on business under the Trade Name (if applicable)

and formed or existing under the laws of _____ (the "Client")
and that the following is a true and correct copy of the Client's resolutions and that such resolutions ("Account Resolutions") are in full force and effect and have not been rescinded or modified:

RESOLVED, BMO Harris Bank N.A. ("*Bank*") is designated as an authorized depository of Client and that one or more checking, savings or other deposit accounts be opened and maintained with Bank;

RESOLVED: that each of the individuals serving as an Authorized Designator of the Client from time to time and any other person designated by any such Authorized Designator, whose identity and signature is certified to Bank hereunder (each, an "*Authorized Designator*") is authorized on behalf of the Client and in its name to do any of the following:

- to waive presentment, demand, protest and notice of protest or dishonor or any check(s), instrument(s), draft(s), acceptance(s), or other evidences of indebtedness made, drawn or endorsed by Client; to engage Bank to provide services to the Client and otherwise to deal with Bank in connection with the foregoing activities;
- to open or close any deposit or other account with Bank (the "*Accounts*") and to sign signature cards, authorization, set-up and other documentation and agreements with Bank with respect to any of the Accounts and any services related to the Accounts;
- to provide instructions to Bank regarding Client's address (including electronic address), account titles and subtitles and duplicate statements and changes thereto as they may see fit;
- to issue written, telephonic, electronic or oral instructions with respect to the transfer or payment of funds of Client on deposit with Bank (or at any other financial institution) by manual, wire, internet, electronic or other means; and

- to designate, and advise Bank of the identity of persons who have
 - some or all of the authority of an Authorized Designator, as described in these Resolutions;
 - authority to receive and administer user procedures, client and user numbers and codes, password and other identification data and procedures;
 - authority to instruct Bank on set-up and security procedures, authority to receive and administer user procedures, client and user number and codes, passwords and other identification data and procedures including wire transfer authorization;
 - authority to transact business with Bank and the scope of such authority, and
 - authority to revoke or modify the authority of any such person

it being understood that such persons may be agents of service providers to Client. Such authority may be evidenced by any means including pursuant to authorization forms required by Bank or similar documentation delivered by or on behalf of Client to Bank.

RESOLVED: Bank is authorized to rely on the full and unrestricted authority as provided in these resolutions of any one Authorized Designator unless otherwise certified to Bank below;

RESOLVED FURTHER, that the opening and maintaining of the Accounts and all transactions in connection with the Accounts will be governed by the provisions of the agreements pertaining to such Account, as provided by Bank, and by such rules and regulations as Bank shall, from time to time, promulgate and establish; and that each of the Authorized Designators and persons designated by an Authorized Designator are authorized to sign and execute such signature cards, applications, forms and agreements required by Bank in connection with the Accounts;

RESOLVED FURTHER, Client is authorized to obtain banking services from Bank including cash management services and to enter into such agreement or agreements pertaining to any such services as are required by Bank from time to time, including a Global Treasury Management Master Services Agreement, Schedule of Services and Service Documentation and other agreements as Bank shall deem appropriate from time to time.

RESOLVED FURTHER, the foregoing authority shall not be limited to the above-identified or described Authorized Designators or other representatives of Client but shall extend to such additional or different individual(s) as are named as being so authorized in any letter, form or other written or oral notice by any Authorized Designator or other representative of Client designated by an Authorized Designator; and

RESOLVED FURTHER that the authorized individual shall deliver a certified copy of these resolutions to Bank and certify to Bank the name, title and specimen signature of each Authorized Designator; that the authorized individual or Authorized Designator may deliver to Bank such additional certifications as are necessary to reflect additional Authorized Designators and changes in any previous certification; and that Bank is entitled to rely upon, and be fully protected in relying on such certifications.

I further certify that:

- these Resolutions do not conflict with or contravene the rules or bylaws of, or any agreement, law or regulation applicable to the Client; and
- the following persons have been designated as an Authorized Designator(s) authorized as provided in the foregoing Resolutions, and the persons' signatures indicated below are genuine signatures of the indicated persons:
- the authority thus granted shall extend to current (as identified in Exhibit A) and future bank accounts and related entities, facilities and other banking services in such relationship.

	Type Name of Authorized Designator(s)	Type Title of Authorized Designator(s)	E-mail Address	Specimen Signature
1.				
2.				
3.				
4.				
5.				
6.				

- Bank may treat each Authorized Designator identified above as having full authority **individually** as indicated in these Resolutions unless otherwise indicated below:

If Client has not adopted the foregoing Resolutions, I hereby certify that I have full and unrestricted authority on behalf of Client to execute and deliver this Certificate to you and to designate and authorize the persons listed above with the authority of an Authorized Designator as described in the foregoing Resolutions.

IN WITNESS WHEREOF, I have hereunto subscribed my name on behalf by Client.

X _____
Signature

Typed Name: _____

Title: _____

Dated: _____

