

Non-Corporate Resolution

STEP 1. IDENTIFICATION OF QUALIFIED INTERMEDIARY/WITHHOLDING ENTITY

Legal Name of Organization	
Type of Organization	Account Number (if assigned)

Be it resolved that each of the following has been duly elected or appointed and is now legally holding the title set opposite his/her name.

Name of Authorized Person	Title
Name of Authorized Person	Title
Name of Authorized Person	Title

STEP 2. CERTIFICATION

I HEREBY CERTIFY that at a meeting, duly called, of the Board of Directors of _____, a Organization, at which said meeting a quorum was present and acting throughout, the following preamble and resolution was adopted and ever since has been and now is in full force and effect.

WHEREAS this Organization is duly authorized and permitted by its Charter and Bylaws to:

- Engage in cash and/or margin transactions in any and all forms of securities including, but not limited to, stocks, options, mutual funds, stock options, stock index options, short sales, foreign currency options and debt instrument options, bonds, bond debentures, annuities, notes, scrips, participation certificates, rights to subscribe, warrants, certificates of deposit, mortgages, choses in action, evidences of indebtedness, commercial paper certificates or 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.
- Receive on behalf of the Organization or deliver to the Organization or third parties, including but not limited to the President, Vice President, Treasurer or any other authorized officer or person listed in Step 3 below giving such instruction, monies, stocks, bonds, and other securities. To sell, assign, and endorse for transfer, certificates representing stocks, bonds, or other securities now registered or hereafter registered in the name of the Organization.
- Establish and maintain an asset management account with debit card, check writing and margin privileges, from which account funds are directly spent, the responsibility for which is entirely that of the Organization.
- Borrow money or make any contract the effect of which is to borrow money, and secure such obligations by mortgages or other liens upon Organization property; borrow, guarantee and/or pledge any Organization assets as collateral, as the case may be, with respect to a loan; guarantee a borrowing of money or to make any contract the effect of which is to guarantee a borrowing, and secure such obligations by mortgages or other liens upon any Organization property.

Unless indicated otherwise here, the Organization will be assumed to have all powers listed above.

LIST ANY POWERS NOT AUTHORIZED HERE: _____

NOW THEREFORE BE IT RESOLVED that this Organization opened an account or accounts in its name with

Name of Introducing Firm

and that the individuals named in Step 3 below ("Authorized Person") or any one of them acting individually, may, on behalf of this Organization, be and they hereby are and each of them hereby is authorized and empowered to (1) give written or oral orders in the said account or accounts for the purchase, sale, or other disposition of stocks, bonds, and other securities, (2) deliver to and receive from Pershing LLC (Pershing), on behalf of this Organization monies, stocks, bonds, and other securities, (3) establish and maintain an asset management account with debit card, check writing and margin privileges from which account funds are directly spent with each authorized person as indicated in the separate asset management account agreement having check writing and debit card privileges, (4) order the transfer or delivery of funds, monies or securities to any other person whatsoever, including the President, Vice President, Treasurer or any other authorized officers or persons indicated below giving such instructions, (5) sign acknowledgements of the correctness of all statements of accounts, and (6) make, execute, and deliver under the organizational seal any and all written endorsements, releases and documents necessary or proper to effectuate the authority hereby conferred; the within authorization to each of said officers to remain in full force and effect until written notice of the revocation thereof shall have been received by

Name of Introducing Firm

and Pershing.



Principal Signer of Certification

This individual may or may not be listed in the authorized persons box above.

Printed Name	Date - -
Title	
Signature	
X	

If the Principal Signer above is empowered to act for the Organization pursuant to these resolutions and certifications, but is not a Managing Member, a Managing Member of the Organization as set forth above must fill in and execute the Additional Certification in Step 4 below.

If the Organization has only one sole Managing Member, that Managing Member must make the certification immediately above indicating his or her company title in addition to filling in and executing the Additional Certification in Step 4 below.

STEP 4. ADDITIONAL CERTIFICATION

A Managing Member to complete only if the Principal Signer in Step 3 above is authorized to act pursuant to the foregoing resolutions, but is not a Managing Member, or if the Organization has only one Managing Member.

Check one:

- I FURTHER CERTIFY that the Principal Signer in Step 3 above is authorized by the foregoing resolutions and its operating documents to act hereunder.
- I FURTHER CERTIFY that the Organization has only one sole Managing Member and that I am that sole Managing Member and authorized to execute legal and binding documents in the name of and on behalf of the Organization pursuant to its governing documents.

Managing Member Printed Name	Date - -
Title	
Signature	
X	