

Certified Copy of Business Resolutions

Full Legal Name of Business: _____

Form of Entity (check one):

Corporation Partnership Association LLC Sole Proprietorship Other _____

Located at _____

City

State

Zip

Formed/Operating under the laws of the State of _____

Country (if not USA)

Deposit Accounts And Related Services

RESOLVED, that Compass Bank (the "Bank") is designated as a depository of the above-named business entity (the "Business") and that one or more deposit accounts be opened and maintained on behalf of the Business with the Bank by any one of the following named Authorized Representatives, that each deposit account shall be governed by the terms and conditions contained on or referred to in the signature card(s) which is authorized to be executed, that funds deposited in any deposit account may be withdrawn by check, draft, note or order of the Business when signed by any of the following _____ Authorized Representatives:

whose signatures shall be certified to the Bank on the signature card(s), and Bank is authorized to pay such checks, drafts, notes, orders, or withdrawals, or to receive the same for credit of, or in payment for the payee, or any other legal holder when so signed, without inquiry as to the circumstances of the disposition of their proceeds, whether drawn to the individual order or tendered in payment of individual obligations of the Authorized Representative(s) named above, or otherwise.

Loans And Related Services

RESOLVED, that any of the following _____ Authorized Representatives:

are authorized on behalf of the Business and in the name of the Business; (1) to execute and deliver to the Bank such notes or other evidences of indebtedness of the Business for monies borrowed (with interest), as the Bank may require, and to execute and deliver from time to time renewals or extensions of such notes or other evidences of indebtedness; (2) to convey, grant, assign, transfer, pledge, mortgage, grant a security interest in, or otherwise hypothecate and deliver by such instruments in writing or otherwise as may be demanded by the Bank, any instruments, accounts receivable, deposit accounts, inventory, equipment, general intangibles, warehouse receipts, bills of lading, stock, bonds, chattel paper, real property or any other personal property now or hereafter owned or acquired by the Business as may be required by the Bank to secure the payment of any notes or other indebtedness of the Business to the Bank, whether arising pursuant to this resolution or otherwise, and to discount and rediscount the same; (3) to waive demand, presentment, protest, notice of protest and notices of non-payment, intent to accelerate and acceleration; and (4) to perform all acts and execute and deliver all instruments which the Bank may deem necessary or desirable to carry out the purposes of these resolutions.

Online Banking

RESOLVED, that the Business shall subscribe to one or more of the online banking services offered by the Bank (referred to collectively as the "Online Banking Services" or "Online Banking"). The following accounts held by the Business at the Bank shall be included within the Business' subscription to Online Banking. These accounts, together with any additional accounts later included within the Business' subscription to Online Banking, collectively shall be referred to as the "Online Accounts":

FURTHER RESOLVED, that the Business acknowledges and agrees that by subscribing to Online Banking or by accessing or permitting access to the Business' subscription to Online Banking, the Business accepts and agrees to the Agreement and Disclosure Statement for Online Banking (the "Online Banking Agreement"). The Agreement is posted on the Bank's Web site, at <http://www.bbvacompass.com/>.

FURTHER RESOLVED, that the Business acknowledges and agrees that, as more fully described in the Online Banking Agreement, transfers into, out of and between all of the Online Accounts may be made electronically by any individual who obtains the security code used to access the Business' subscription to Online Banking (including transfers through bill payments), regardless of whether that individual is a signatory on any particular account.

FURTHER RESOLVED, that the Business agrees: (1) to maintain the confidentiality of the security codes used to access the Business' subscription to Online Banking; and (2) as provided in the Online Banking Agreement, to accept responsibility for all transfers into, out of and between all of the Online Accounts made using the security codes.

FURTHER RESOLVED, that the following individual, who is (i) an officer (if the Business is a corporation, association or other entity), (ii) a partner (if the Business is a general partnership), (iii) general partner (if the Business is a limited or registered partnership), (iv) a member or, if so provided in the Business' governance documents, a manager (if the Business is an LLC), or (v) the owner (if the Business is a sole proprietor) is authorized on behalf of the Business: (a) to enter into the Online Banking Agreement and any other agreements with the Bank necessary to effectuate the Business' subscription to Online Banking; (b) to include additional Bank accounts for which this individual is a signatory as Online Accounts within the Business' subscription to Online Banking; and (c) to make draws on each loan, line of credit, and credit card account designated now or in the future as an Online Account, whether in these resolutions, by the Authorized Representative, or otherwise, and regardless of whether the Authorized Representative is a signatory on that Online Account:

Authorized Representative: _____

Miscellaneous

RESOLVED, that the following Authorized Representative:

is authorized to execute a "Telephone Transfer Authorization" form which will designate persons authorized to give telephone instructions to the Bank to transfer funds between specified deposit accounts of this Business at the Bank.

is authorized to rent one or more Safe Deposit Boxes from the Bank, and execute applicable agreements and signature cards.

is authorized to enter into a Night Depository agreement with the Bank, and execute applicable agreements and signature cards.

is authorized to enter into agreements with the Bank for electronic and other banking services including but not limited to, payroll processing, electronic entry processing, account reconciliation, trust, investment and brokerage services (and obtain and maintain any accounts related thereto), commercial billing services, and corporate cash management.

FURTHER RESOLVED, that all transactions, if any, with respect to any deposits, withdrawals, discounts, rediscounts, and borrowing by or on behalf of and/or in the name of the Business with the Bank and/or its affiliates prior to the adoption of these resolutions are ratified, approved and confirmed.

FURTHER RESOLVED, that any and all prior resolutions adopted by the Business and delivered to the Bank as governing operation of this Business' account(s), are in full force and effect, as supplemented or modified by this authorization.

FURTHER RESOLVED, that the Bank may rely on these resolutions in establishing the Business' depository account, that these resolutions shall continue in full force and effect until the Bank shall receive official notice in writing from the Business of the modification or revocation of these resolutions and shall in writing acknowledge receipt thereof, and that the certification below as to the signature of the above-named Authorized Representatives shall be binding on the Business.

Certificate

I serve the Business in the capacity identified below, and I certify that:

- The foregoing is a full, true and correct copy of resolutions duly and regularly adopted by (i) the Board of Directors or Trustees (if the Business is a corporation, association or "other" entity), (ii) all Partners (if the Business is a general partnership), (iii) all General Partners (if the Business is a Limited Partnership or Registered Partnership), (iv) all Members or Managers (if the Business is an LLC), or (v) Owner (if the Business is a Sole Proprietorship) (collectively referred to as the "Governing Group"), either at a meeting of the Governing Group duly held on the date shown below, at which a quorum was at all times present and acting or, if the Business is a corporation or partnership, by unanimous written consent. The Business' Governing Group adopted these resolutions _____ . (Month, Day, Year)
- The Business' Governing Group have and at the time of adoption had full power and lawful authority to adopt the resolutions and to confer the powers granted to the Authorized Persons who have full power and lawful authority to exercise the same.
- There is no provision in the Articles, Charter, By-Laws, or any other organizational documents or agreements of the Business (referred to as the "Governance Documents") limiting the power of the Governing Group to pass these resolutions, that these resolutions are in conformity with the Governance Documents, and that attached to these resolutions are complete, accurate and current copies of the Business' Governance Documents as of the date shown below.
- These resolutions are still in full force and effect, have not been amended or revoked, and have been recorded in the minute books of this Business, and that the specimen signatures below are the signatures of the Authorized Representatives who are authorized to act for the Business by virtue of these resolutions.

PRINTED NAME	TITLE/POSITION	SIGNATURE
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

IN WITNESS WHEREOF, I have subscribed my name as of this _____ day of _____, _____ and, if the Business is a corporation, I have affixed its seal.

For Corporations, Associations, LLCs, Sole Proprietorships and "Other" entities:

By: _____

Printed Name

Signature

Its: _____

This Certificate must be completed by the individual holding the position shown below:

- * ***If the Business is a corporation or "Other" entity, by the Secretary***
- * ***If the Business is an LLC, by a Member or, if the LLC is manager-managed, by the Manager***
- * ***If the Business is an association, by an Officer***
- * ***If the Business is a Sole Proprietorship, by the Owner/Sole Proprietor***

For Partnerships: This Certificate must be completed by all Partners if the Business is a general partnership and by all General Partners if the Business is a Limited or Registered Partnership

By signing below, each Partner/General Partner agrees and affirms:

- If any other person becomes interested in the Business as a partner of the undersigned, or if our relationship as partners is altered in any way (for example, if the Business shall become incorporated), the undersigned will notify the Bank promptly.
- Notwithstanding any modification or termination of the power of any of the undersigned to represent the Business, whether by expiration of any partnership agreement, by death or retirement of any partner, the accession of one or more new partners, or otherwise, and notwithstanding any notice of such event that the Bank may receive, this authority recognized in this Certificate shall continue to be binding upon each of the undersigned individually, their legal representatives, and the Business until written notice to the contrary, signed by one of the undersigned or its duly authorized agent or representative, shall have been received by the Bank.
- The rights evidenced by or contained in this certificate are in addition to and not in limitation of the rights inherent in a partner.

_____	_____
<i>Printed Name</i>	<i>Signature</i>
_____	_____
<i>Printed Name</i>	<i>Signature</i>
_____	_____
<i>Printed Name</i>	<i>Signature</i>
_____	_____
<i>Printed Name</i>	<i>Signature</i>
_____	_____
<i>Printed Name</i>	<i>Signature</i>
_____	_____
<i>Printed Name</i>	<i>Signature</i>