

**LLC CORPORATE RESOLUTION AND INCUMBENCY CERTIFICATE**

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

1. I am an officer/ managing member, namely \_\_\_\_\_ of \_\_\_\_\_ (the "Company"), a limited liability company duly organized and existing under the Laws of \_\_\_\_\_;
2. The following resolutions have been duly adopted by a majority vote of the Members of the Company and are still in full force and effect:

RESOLVED THAT, the Company 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 Company shall be responsible.

FURTHER RESOLVED, that the persons occupying the following offices and/or positions with the Company (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 Company to open and maintain the Accounts reference in the foregoing resolution:

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

3. The persons named below hold such offices and/or positions with the Company 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:

_____ Signature	_____ Printed Name	_____ Title
_____ Signature	_____ Printed Name	_____ Title
_____ Signature	_____ Printed Name	_____ Title
_____ Signature	_____ Printed Name	_____ Title

IN WITNESS WHEREOF, I hereunto set my and affix the seal of this Company on \_\_\_\_\_.

\_\_\_\_\_  
Signature and Title of Certifying Officer / Managing Member