

CERTIFICATE OF CORPORATE SECRETARY

To: Sterne, Agee & Leach, Inc.

Gentlemen:

The undersigned Corporation, by \_\_\_\_\_ its President pursuant to the resolutions, a copy of which certified by the Secretary is annexed hereto, hereby authorizes you to open an account in the name of said Corporation; and the undersigned also encloses herewith your Client Agreement duly executed on behalf of the Corporation. This account shall continue in force until revoked by the undersigned Corporation by a written notice, addressed to you and delivered at your main office.

Dated: \_\_\_\_\_

Very truly yours,

Corporation: \_\_\_\_\_

By: \_\_\_\_\_

President

I, \_\_\_\_\_, being the Secretary of \_\_\_\_\_, a corporation, certify that the attached resolutions were adopted by the corporation at its Board of Directors meeting, duly and validly held on the \_\_\_\_ day of \_\_\_\_\_, at which a quorum of said Board of Directors was present, in attendance throughout and voted in favor of said resolutions, and that no action has been taken to rescind or amend said resolutions and that the same are now in full force and effect.

I further certify that each of the following has been duly elected and is now legally holding the office set opposite his name:

\_\_\_\_\_, President

\_\_\_\_\_, Vice-President

\_\_\_\_\_, Treasurer

\_\_\_\_\_, Secretary

I further certify that the said Corporation is duly organized and existing and that the quorum of the Board of Directors of the Corporation which took the action called for by the resolutions annexed hereto has the power to take such action.

I further certify that the following are specimen signatures of each and every person empowered by the resolutions annexed hereto this Certificate:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of the said Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Secretary

**Certified Copy of Certain Resolutions Adopted by the Board of Directors Whereby the Establishment and Maintenance of Trading Accounts Have Been Authorized**

RESOLVED

FIRST: That \_\_\_\_\_, President, of \_\_\_\_\_ (Name of Corporation), or \_\_\_\_\_, or \_\_\_\_\_, or \_\_\_\_\_ be and they hereby are, and each of them is, authorized and empowered, for and on behalf of \_\_\_\_\_ (Name of Corporation)(herein called the "Corporation"), to establish and maintain one or more accounts with \_\_\_\_\_ (herein called the "Broker") 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:

**STRIKE OUT THE INAPPLICABLE PARAGRAPH**

(a) THIS PARAGRAPH PERMITS CASH TRANSACTIONS IN SECURITIES 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.

OR

(b) THIS PARAGRAPH PERMITS CASH AND MARGIN TRANSACTIONS IN SECURITIES 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.

The fullest authority at all times with respect to any such commitment or with respect to any transaction deemed by any of the said officers and/or agents to be proper in connections therewith is hereby conferred, including authority (without limiting the generality of the foregoing) to give written or oral instructions to the Broker with respect to said transactions; to bind and obligate the Corporation to and for the carrying out of any contract, arrangement, or transaction, which shall be entered into by any such officer and/or agent for and on behalf of the Corporation with or through the Broker; to pay in cash or by checks and/or drafts drawn upon the funds of the Corporation such sums as may be necessary in connection with any of the said

accounts to deposit funds with the Broker; to deliver securities and/or contracts to the Broker; to order the transfer or delivery thereof to any other person whatsoever, and/or to order the transfer record of any securities, or contracts, or titles, to any name selected by any of the said officers or agents; to affix the corporate seal to any documents or agreements, or otherwise; to endorse any securities and/or contracts in order to pass title thereto; to direct the sale or exercise of any rights with respect to any securities; to sign for the Corporation all releases, powers of attorney and/or other documents in connection with any such account, and to agree to any terms or conditions to control any such account; to direct the Broker to surrender any securities to the proper agent or party for the purpose of affecting any exchange or conversion, or for the purpose of deposit with any protective or similar committee, or otherwise; to accept delivery of any securities, to borrow money and securities, if applicable; to appoint any other person or persons to do any and all things which any of the said officers and/or agents is hereby empowered to do, and generally to do and take all action necessary in connection with the account or considered desirable by such officer and/or agent with respect hereto.

SECOND: That the Broker may deal with any and all of the persons directly or indirectly by the foregoing resolution empowered, as though they were dealing with the Corporation directly.

THIRD: That the Secretary of the Corporation be and he hereby is authorized, empowered and directed to certify, under the seal of the Corporation, to the Broker:

- (a) a true copy of these resolutions;
- (b) specimen signatures of each and every person by these resolutions empowered;
- (c) a certificate (which, if required by the Broker, shall be supported by an opinion of the general counsel of the Corporation, or other counsel satisfactory to the Broker) that the Corporation is duly organized and existing, that its charter empowers it to transact the business by these resolutions defined, and that no limitation has been imposed upon such powers by the By-Laws or otherwise.

FOURTH: That the Broker may rely upon the certified copy of the resolutions, specimen signatures, and certificate, as continuing fully effective unless and until the Broker shall receive due written notice of change or rescission, and the dispatch or receipt of any other form of notice shall not constitute a waiver of this provision, nor shall the fact that any person hereby empowered ceases to be an officer of the Corporation or becomes an officer under some other title, in any way affect the powers hereby conferred, but the failure to supply any specimen signature shall not invalidate any transaction where the party authorizing the same has been actually empowered thereto by or in conformity with these transactions.

FIFTH: That in the event of any change in the office or powers of persons hereby empowered, the Secretary shall certify such changes to the Broker in writing in the manner hereinabove provided, which notification, when received, shall be adequate both to terminate the powers of the persons theretofore authorized, and to empower the persons thereby substituted.

SIXTH: That the President of the Corporation be, and hereby is, authorized and empowered to countersign items as aforesaid.

SEVENTH: That the foregoing resolutions and the certificates actually furnished to the Broker by the Secretary of the Corporation pursuant thereto, be and they hereby are made irrevocable until written notice of the revocation thereof shall have been received by the Broker.