



# Commerce Bank

Member FDIC

Capital Markets Group

## Certificate of Resolutions-Bank Borrowings

<b>ACCOUNT NAME</b>		
<b>ADDRESS</b>		
<b>CITY</b>	<b>STATE</b>	<b>ZIP</b>
<b>SAFEKEEPING ACCOUNT NUMBER</b>	<b>PHONE NUMBER</b>	
<b>EMAIL ADDRESS</b>	<b>FAX NUMBER</b> (To receive confirms by fax, please check box <input type="checkbox"/> )	

The undersigned, as the duly elected and qualified Secretary of \_\_\_\_\_, a Banking organization having its offices in \_\_\_\_\_, do hereby certify that the following is a true and correct copy of resolutions duly adopted at a meeting of the Board of Directors of said banking organization called and held pursuant to the requirements of the charter and by-laws thereof on the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_, and that such resolutions are now in full force and effect:

"RESOLVED, that \_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_ be, and each of such persons is, authorized to borrow such sums on behalf of this bank from Commerce Bank of Kansas City, Missouri, as such person shall deem necessary or advisable for the purposes of this bank, with such borrowings to be effected through the purchase of federal funds, or otherwise, and each such borrowing to be for such term and for such rate of interest as such person may determine;

"BE IT FURTHER RESOLVED, that any of said persons authorized to borrow funds from Commerce Bank, be, and each of such persons is, authorized to cause assets belonging to this bank to be pledged with Commerce Bank, from time to time for the purpose of securing any and all funds so borrowed, and the pledge of such assets may be effected, among other methods, by causing securities held for the account of this bank with Commerce Bank, to be held under a safekeeping receipt specifying the pledge of said securities to Commerce Bank;

"BE IT FURTHER RESOLVED, that such borrowings as may be made by the persons designated above from Commerce Bank, may be effected by wire or by telephone, with the funds so advanced to be credited to the account of this bank maintained with Commerce Bank or transferred from such account to such other banking institution for the account of this bank as such person might direct, and in acting on the authority established hereby it is understood and agreed that Commerce Bank will not be responsible for determining the identity of such person as may request a loan or other extension of credit pursuant hereto so long as any such funds as might be advanced shall be disbursed as herein provided and this bank agrees to hold Commerce Bank harmless for any loans made pursuant to the authority herein granted:

"BE IT FURTHER RESOLVED, that the foregoing resolution shall remain in full force and effect until written notice of amendment or rescission thereof shall have been received by Commerce Bank and that receipt of such notice shall not affect any action taken by Commerce Bank prior thereto."

In Witness Whereof, I hereby affix my name as Secretary and cause the seal of said bank to be affixed hereto this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

BY SIGNING BELOW, I REPRESENT THAT I HAVE READ THE AGREEMENT FOR FEDERAL FUNDS BORROWINGS AND AGREE TO BE BOUND BY SUCH TERMS AND CONDITIONS AS CURRENTLY IN EFFECT AND AS MAY BE AMENDED BY COMMERCE BANK FROM TIME TO TIME. BY SIGNING BELOW, I ACKNOWLEDGE THE ACCURACY OF THE INFORMATION PROVIDED, AND RECEIPT OF THE AGREEMENT FOR FEDERAL FUNDS BORROWINGS.

(SEAL)

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Secretary