

Empire Bank
CERTIFICATION AND RESOLUTIONS OF ASSOCIATION

CERTIFICATION. The undersigned, being the duly elected and incumbent _____ of _____, an association with a Federal Employer I.D. Number _____ and an address at _____ (the "Association") hereby certifies to the BankCard Center, with an address at 111 East Miller St, Jefferson City, MO 65101, (the "BankCard Center") as follows:

The Association's Existence. The Association is an unincorporated association which is, and at all times shall be, duly organized and validly existing under the laws of the State of Missouri. The Association has the full power and authority to enter into and perform any and all agreements incidental to the bank card services provided to the Association by BankCard Center.

Notices to BankCard Center. The Association will promptly notify BankCard Center in writing at P. O. Box 779, Jefferson City, Missouri 65102 (or such other addresses as BankCard Center may designate from time to time) prior to any (a) change in the Association's name; (b) change in the Association's trade name; (c) modification or rescission of the resolutions below; or (d) change in any other aspect of the Association that directly or indirectly relates to any agreements between the Association and BankCard Center.

RESOLUTIONS ADOPTED. At a meeting duly called and held on _____, 20____, at which a quorum was present and voting, or by other authorized action in lieu of a meeting, the following resolutions were adopted and have not been rescinded or modified:

It Is Hereby Resolved That:

1. BankCard Center is designated as the Association's provider of bank card services subject to such terms, conditions, rules and regulations of BankCard Center governing bank card services from time to time, and the Association's agreement with such terms, conditions, rules and regulations shall be conclusively presumed by the Association's use of the bank card services;
2. All acts and things done prior to the date hereof by or on behalf of the Association in connection with the bank card services are hereby ratified, confirmed, and approved;
3. Any and all prior resolutions adopted by the Association concerning the bank card services continue in full force and effect as supplemented or modified herein.
4. This Association, as any of the persons named below (the "Authorized Representatives") shall deem necessary or desirable, shall enter into and deliver such instruments, documents, agreements, and other writings as in the opinion of the Authorized Representative may be necessary or desirable to obtain the bank card services (the "BankCard Documents"). Each of the Authorized Representatives are hereby authorized and directed (individually and without the joinder of any other Authorized Representative) to enter into and deliver on behalf of this Association, as the Authorized

Representative may deem necessary or desirable, any and all of the BankCard Documents contemplated by these Resolutions, each BankCard Document to be in form and content satisfactory to the Authorized Representative(s), such satisfaction to be conclusively evidenced by the Authorized Representative's execution of the same, and to do all such acts and things as in the opinion of the Authorized Representatives may be necessary or desirable in connection with the bank card services.

The Authorized Representatives are as follows:

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

CONTINUING VALIDITY. This Certification and Resolutions shall remain in full force and effect and BankCard Center may rely upon it until written notice of its revocation or amendment shall have been delivered to, received, and acknowledged by BankCard Center. Any such notice shall not affect any of this Association's liabilities, obligations or agreements in effect at the time such notice is given.

BankCard Center may rely upon the foregoing Certification and Resolutions in extending bank card products and services to the Association.

IN WITNESS WHEREOF, I have hereunto subscribed my name on _____, 20____.

Authorized Representative Signature

Name: _____

Title: _____

Attest:

Authorized Representative Signature

Name: _____

Title: _____