

**Empire Bank**  
**CERTIFICATION AND RESOLUTIONS OF CORPORATION**

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

**Corporate Existence.** The Corporation is a corporation which is, and at all times shall be, duly organized, validly existing, and in good standing under and by virtue of the laws of the State of Missouri. The Corporation has the full power and authority to enter into and perform any and all agreements incidental to the bank card services provided to the Corporation by BankCard Center.

**Notices to BankCard Center.** The Corporation 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 Corporation's name; (b) change in the Corporation's trade name; (c) modification or rescission of the resolutions below; or (d) change in any other aspect of the Corporation that directly or indirectly relates to any agreements between the Corporation 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voting, or by other authorized action in lieu of a meeting, the following resolutions were adopted and have not been rescinded or modified: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 Corporation'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 Corporation's agreement with such terms, conditions, rules and regulations shall be conclusively presumed by the Corporation's use of the bank card services;
2. All acts and things done prior to the date hereof by or on behalf of the Corporation in connection with the bank card services are hereby ratified, confirmed, and approved;
3. Any and all prior resolutions adopted by the Corporation concerning the bank card services continue in full force and effect as supplemented or modified herein.
4. This Corporation, 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 Corporation, 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 Corporation'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 Corporation.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed the seal of this Corporation on \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Attest:

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_