

**Empire Bank**  
**CERTIFICATION AND AUTHORIZATION OF LIMITED LIABILITY COMPANY**

CERTIFICATION. The undersigned, being all of the members/managers [strike one] of \_\_\_\_\_ limited liability company with a Federal Employer I.D. Number \_\_\_\_\_ and an address at \_\_\_\_\_ (the "Company") hereby certifies to the BankCard Center, with an address at 111 East Miller St, Jefferson City, MO 65101, (the "BankCard Center") as follows:

**The Company's Existence.** The Company is a limited liability company 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 Company has the full power and authority to enter into and perform any and all agreements incidental to the bank card services provided to the Company by BankCard Center.

**Notices to BankCard Center.** The Company 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 Company's name; (b) change in the Company's trade name; (c) modification or rescission of the resolutions below; or (d) change in any other aspect of the Company that directly or indirectly relates to any agreements between the Company and BankCard Center.

AUTHORIZATION. The undersigned, being all of the members/managers [strike one] of the Company, hereby agree as follows:

1. BankCard Center is designated as the Company'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 Company's agreement with such terms, conditions, rules and regulations shall be conclusively presumed by the Company's use of the bank card services;
2. All acts and things done prior to the date hereof by or on behalf of the Company in connection with the bank card services are hereby ratified, confirmed, and approved;
3. Any and all prior agreements by the Company concerning the bank card services continue in full force and effect as supplemented or modified herein.
4. This Company, 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 Company, 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 Authorization 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 Company's liabilities, obligations or agreements in effect at the time such notice is given.

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

**IN WITNESS WHEREOF**, we have signed and delivered the foregoing Certification and Authorization this \_\_\_\_\_ of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Member/Manager Signature

\_\_\_\_\_  
Member/Manager Signature

\_\_\_\_\_  
Member/Manager Signature

\_\_\_\_\_  
Member/Manager Signature

**NOTE:** If the limited liability company has more than four members/managers signing, the additional signatures should appear on reverse side or on an attached page.