

RESOLUTION

By: _____
 Company Name: _____
 Address: _____
 Tax ID # _____
 Corporation Limited Liability Company Partnership
 Other _____

With: _____
 Chemical Bank
 333 E Main St.
 Midland, MI 48640-0569

Referred to in this document as "Company"

Referred to in this document as "Bank"

I certify that, the Company has granted me authority and the resolutions on this document are a correct copy of the resolutions adopted by Company at a Meeting held on _____.

AGENTS Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

	Type Name and Title or Position		Signature
A.	_____	X	_____
B.	_____	X	_____
C.	_____	X	_____
D.	_____	X	_____
E.	_____	X	_____
F.	_____	X	_____

POWERS GRANTED (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power. Following each power indicate the number of Agent signatures required to exercise the power.)

Indicate A, B, C, D, E, and/or F	Description of Power	Indicate number of signatures required
_____	(1) Exercise all of the powers listed in this resolution	_____
_____	(2) Open any deposit account(s) in the name of the Company.	_____
_____	(3) Endorse checks and orders for the payment of money, approve business debit card access devices, or otherwise withdraw or transfer funds on deposit with this Bank.	_____
_____	(4) Enter into written agreements on behalf and in the name of the Company, for Merchant Services Agreements, Remote Check Capture Agreements, or eBanking services.	_____
_____	(5) Borrow money on behalf and in the name of the Company, sign, execute and deliver promissory notes, or other evidences of indebtedness.	_____
_____	(6) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by the Company as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment.	_____
_____	(7) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box or Night Drop (Depository) Box in this Bank.	_____
_____	(8) Other _____	_____

LIMITATIONS ON POWERS The following are the Company's express limitations on the powers granted under this resolution.

EFFECT ON PREVIOUS RESOLUTIONS

This resolution supersedes the resolution-dated _____ If not completed, all resolutions remain in effect.

CERTIFICATION OF AUTHORITY

I further certify that the Company has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions on page two and to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

X _____ X _____
 (Authorized Signature) (Date) (Attest by one other Authorized Signer) (Date)

Printed Name and Title

Printed Name and Title

RESOLUTIONS

The Company named on this resolution resolves that,

- (1) The Bank is designated as a depository for the funds of the Company and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Bank. Any and all prior resolutions adopted by the Company and certified to the Bank as governing the operation of this Company's account(s), are in full force and effect, until the Bank receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Bank, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Company. Any Agent, so long as they act in a representative capacity as an Agent of the Company, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Bank, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Company with the Bank prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Company agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Company. The Company authorizes the Bank, at any time, to charge the Company for all checks, drafts, or other orders, for the payment of money, that are drawn on the Bank, so long as they contain the required number of signatures for this purpose.
- (6) The Company acknowledges and agrees that the Bank may furnish at its discretion automated access devices to Agents of the Company to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), debit cards, online access and phone access.

FOR BANK USE ONLY

Acknowledged and received on _____ (date) by _____ (initials)

This resolution is superseded by resolution dated _____

Retain Completed Form at Branch