

**CERTIFIED COPY OF CORPORATE RESOLUTIONS
AND CERTIFICATE OF OWNERSHIP AND AUTHORITY
(For Deposit Accounts and Other Relationships)**

Legal Name of Corporation: _____

State of Formation of Corporation: _____

Taxpayer Identification Number (TIN): _____

Assumed Name of Business/Corporation (if different from Legal Name):

Is the Corporation organized as a not for profit corporation? (check one) Yes No

Each signatory to these Resolutions certifies to Wings Financial Credit Union (“Wings”) that the Corporation named above (the “Corporation”) is duly organized and existing under the laws of the State listed above, and is in good standing to do business in the following States:

Florida

Washington

Georgia

Wisconsin

Michigan

Other: _____

Minnesota

**CERTIFIED COPY OF CORPORATE RESOLUTIONS
ORGANIZATIONAL AND AUTHORITY MATTERS**

The undersigned hereby state and resolve that:

1. The Resolutions set out below are hereby adopted by the Board of Directors of the Corporation either at a duly authorized and held meeting of the Board of Directors at which a quorum was present and proper notice given or by unanimous written consent;
2. The Resolutions are in conformity with the charter and bylaws of the Corporation;
3. The Resolutions have not been rescinded, revoked, amended, or modified in any respect;
4. The Corporation is validly existing and in good standing in each state in which it does business; The Corporation is duly authorized to transact business in each state in which it is doing business, having made all necessary filings and obtained all necessary governmental licenses, permits, and approvals;
5. The Corporation has filed and recorded all documents required by law relating to the use of the assumed business name recorded above (if applicable);
6. The execution, delivery, and performance of these Resolutions have been duly authorized by all necessary actions of the Corporation, and do not conflict with, result in a violation of, or constitute a default under any provisions of the Corporation’s organizational documents, any documents that govern, regulate or limit the Corporation’s business activities or affairs, any agreement or other instrument binding upon the Corporation, or any law, governmental regulation, court decree or order, applicable to the Corporation or its assets; and
7. The Resolutions remain in full force and effect and Wings is entitled to rely upon the same until written notice of revocation of the same from the Corporation.

DEPOSIT AND DEPOSIT-RELATED SERVICES RELATIONSHIP**RESOLVED:**

1. Designation of Wings as a Depository. Wings is designated a depository of the Corporation. Funds of the Corporation may be deposited in accounts maintained by Wings in the name of the Corporation. All such deposit accounts shall be subject to the rules of Wings as set forth in the Wings Business Account Agreement and Disclosure, as amended from time to time. Wings is authorized:

a. To honor, receive or pay all checks, drafts, and all other instruments or orders for payment or withdrawal made on behalf of the Corporation and charge any deposit account with Wings, and to honor any authorization for the transfer of funds between different accounts, whether such orders are transmitted to Wings by telephone, computer, automated clearing house (ACH), wire transfer system or other means, for whatever purpose and to whomever payable, even though payment may create an overdraft, even though such items may be drawn or endorsed to the order of the signer for exchange or cashing or in payment of the individual obligation of such signer, or for deposit to such signer's personal account, or for any other use or disposition, when signed by an original or facsimile signature of, or otherwise initiated by, any ONE Authorized Signer, and Wings shall not be required under any obligation to inquire as to the circumstances of the issuance or use of any such item or to the application or disposition of such item or the proceeds.

b. To honor the endorsement of any ONE Authorized Signer on checks, drafts, notes or all other types of instruments payable or belonging to the Corporation, whether such endorsement be made manually, by endorsement stamp, or otherwise, and whether for deposit, for collection, or otherwise, and/or to receive cash or part cash for same, or to make "less cash" deposits by receiving cash for part or all of the amount of such instruments and depositing the balance, if any, when such instruments are signed, accepted, or otherwise endorsed, whether by stamp, manual, or facsimile signature, with the Corporation assuming full responsibility for any and all payments made by Wings in reliance upon the stamp, manual, or facsimile signature of an Authorized Signer and with the Corporation agreeing to indemnify and hold Wings harmless against any loss, cost, damage, or expense suffered or incurred by Wings arising out of the misuse or unlawful/unauthorized use by any person of such stamp or facsimile signature.

2. Authorized Signers. For purposes of these Resolutions, the term "Authorized Signer" refers individually to each of the officers and other agents of the Corporation listed below in the Certificate of Ownership and Authority which is incorporated herewith. Each Authorized Signer is authorized:

a. To open and close any deposit account with Wings.

b. To transact all business with respect to any such account, including, but not limited to, writing checks, drafts, notes and all other orders for payment or transfer of funds and endorsing checks, drafts, notes and all other types of instruments payable or belonging to the Corporation.

c. To authorize in any letter, form, signature card or notice other persons not listed in the Certificate of Ownership and Authority as additional Authorized Signers who may execute a signature card on behalf of the Corporation and transact business on any such account.

3. Additional Authority. Each Authorized Signer is additionally authorized on behalf of the Corporation:

a. To purchase Share Certificates, bonds, and all other types of intangible personal property from Wings.

b. To obtain from Wings and use an ATM or debit card to withdraw funds from any deposit account with Wings belonging to the Corporation, and to designate other persons not so designated herein to use an ATM or debit card to withdraw funds from any of the Corporation's accounts.

c. To execute night depository agreements, designate from time to time the agents empowered to act on behalf of the Corporation in connection with night deposit transactions, and revoke such designations.

d. To enter into safe-deposit box agreements, designate deputies and other agents empowered to have access to any safe-deposit box, revoke such designations, and terminate safe-deposit box agreements.

e. To enter into an agreement for the use of any other deposit-related products or services offered by Wings, including, but not limited to, electronic funds transfer services, e.g., wire transfer services and online/electronic banking services, and initiate and conduct transactions pursuant to such agreements.

ADDITIONAL STATEMENTS

1. Effectiveness. The foregoing Resolutions shall remain in full force and effect until written notice of their amendment or rescission has been received by Wings and that receipt of such notice shall not affect any action taken by Wings prior thereto.

2. Previous Banking Resolutions. Any and all previous banking resolutions relating to Wings that are in conflict with the foregoing Resolutions are hereby superseded.

3. Prior Transactions. All prior transactions by any of the officers, employees, or other representatives of the Corporation, in its name and for its account or within the authority given by the foregoing Resolutions if said authority had been in effect, are hereby approved and ratified.

4. Contrary Agreements. Any provision and any Shareholder Agreement, Buy Sell Agreement, or any other agreement among the shareholders of the Corporation which is inconsistent with any of the provisions of the Resolutions set forth herein, including provisions concerning governance, is expressly modified, waived and superseded by the provisions of this Resolution, and the undersigned signers hereof specifically intend to exercise full authority to bind the Corporation to the resolutions hereto.

5. Resolutions Accurate. Each of the undersigned certifies to Wings that (1) he or she has read the foregoing Resolutions and joins in the same, (2) the foregoing Resolutions are true and correct, (3) the foregoing Resolutions are the understanding and agreement of the Corporation with Wings, and (4) no corporation, other entity, or person(s) other than those identified below has a general ownership interest in the Corporation.

This declaration is effective as of _____ (date).

SIGNATURES TO RESOLUTIONS, AND CERTIFICATE OF OWNERSHIP AND AUTHORITY ON
FOLLOWING PAGE

CERTIFICATE OF OWNERSHIP AND AUTHORITY AND SIGNATURES

The following is a complete list of all persons who have either ownership or a corporate officer title with the Corporation, as set forth below. Each person who signs below joins in the foregoing Resolutions and representations to Wings. Attach additional sheets as necessary.

Corporate Officer Title (i.e. President, VP, Treasurer)	Shareholder?	Authorized Signer?	Printed Name	Signature
	<input type="checkbox"/>	<input type="checkbox"/>		
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The undersigned, _____ (title), of the Corporation above-named, certifies that the above signatures are true and correct signatures of each and every person who holds an equity interest in the Corporation named herein and that the signature or consent of no other person, organization, or entity is necessary or legally required to make effective the Resolutions described herein.

Title	Printed Name	Signature	Date