

I, _____ Secretary of _____
(Secretary's name) (Name of Corporation)

a corporation organized and existing under and by virtue of the Laws of the State of _____ (the "Corporation") do hereby certify that the following is a true and complete copy of resolutions adopted at a meeting of the Board of Directors of the Corporation duly called and held on _____, at which a quorum was present and voting, or by unanimous written consent of directors in lieu of a meeting: that said resolutions are now in full force and effect and have not been rescinded: and that said resolutions are not in conflict with the Charter or By-Laws of the Corporation.

Resolved –

First: That the Executive Director of the Women's Leadership Alliance or Chairman of the Board of Directors of the Women's Leadership Alliance below with signatures, be, and they hereby are, and each of them individually is authorized and empowered, for and on behalf of the corporation, to establish and maintain one or more accounts, with **Raymond James Trust, N.A.**, (herein called the "Trust Company") for the purpose of purchasing, investing in, or otherwise acquiring, selling, possessing, transferring, exchanging, or otherwise disposing of, and generally dealing in and with any and all forms of securities including, but not limited to, shares, stocks, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, options, warrants, certificates of deposit, mortgages, choses in action evidences of indebtedness, commercial paper, certificates of indebtedness and certificates of interest of any and every kind and nature whatsoever, secured or unsecured, whether represented by trust, participating and/or other certificates or otherwise.

The fullest authority at all times with respect to any such commitment or with respect to any transaction deemed by any of the said officers and/or agents to be proper in connection therewith is hereby conferred, including authority (without limiting the generality of the foregoing) to give written or oral instructions to the Trust Company with respect to said transactions; to bind and obligate the Corporation to and for the carrying out of any contract, arrangement, or transaction, which shall be entered into by any such officer and/or agent for and on behalf of the Corporation with or through the Trust Company; to pay such sums as may be necessary in connection with any of the said accounts: to deliver securities to, and deposit funds with the Trust Company; to order the transfer or delivery of securities to any other person whatsoever, and/or to order the agreements, or otherwise; to endorse any securities in order to pass title thereto; to direct the sale or exercise of any rights with respect to any securities; to sign on behalf of the Corporation all releases, powers of attorney and/or other documents in connection with any such accounts, and to agree to any terms or conditions to control any such account; to direct the Trust Company to surrender any securities to the proper agent or party for the purpose of effecting any exchange or conversion, or for the purpose of deposit with any protective or similar committee, or otherwise; to accept delivery of any securities; to appoint any other person or persons to do any and all things which any of the said officers and/or agents is hereby empowered to do, and generally to do and take all action necessary in connection with the account, or considered desirable by such officer and/or agent with respect thereto.

Second: That the Trust Company may deal with any and all persons directly or indirectly by the foregoing resolution, empowered, as though they were dealing with the Corporation directly.

Third: That the Secretary of the Corporation be and is hereby authorized, empowered and directed to certify to the Trust Company:

- (a) A true copy of these resolutions:
- (b) Specimen signatures of each and every person by these resolutions empowered.

Fourth: That the Trust Company may rely upon any certification given in accordance with these resolutions, as continuing fully effective unless and until the Trust Company shall receive due written notice of a change in or the rescission of the authority so evidenced, and the dispatch or receipt of any other form of notice shall not constitute a waiver of this provision, nor shall the fact that any person hereby empowered ceases to be an officer of the Corporation or becomes an officer under some other title, in any way affects the powers hereby conferred. The failure to supply any specimen signature shall not invalidate any transaction if the transaction is in accordance with authority actually granted.

Fifth: That in the event of any change in the office or powers of persons hereby empowered, the Secretary shall certify such changes to the Trust Company in writing in the manner herein above provided, which notification, when received, shall be adequate both to terminate the powers of the persons theretofore authorized, and to empower the persons thereby substituted.

Sixth: That the foregoing resolutions and the certificates actually furnished to the Trust Company by the Secretary of the Corporation pursuant thereto, be and they hereby are made irrevocable until written notice of the revocation thereof shall have been received by the Trust Company.

I further certify that each of the following has been duly elected and is now legally holding the office set opposite his/her name and that this is the true and accurate specimen signature of those authorized by the foregoing resolutions.

I further certify that the said Corporation is duly organized and existing and has the power to take the action called for by the resolutions annexed hereto.

In witness whereof, I have affixed my hand this _____ day of _____, _____.
(year)

Secretary

President (Please print)

President's Signature