

**CORPORATE RESOLUTION**

AN EXTRACT FROM THE RECORDS GRANTING AUTHORITY TO SELL AND ASSIGN SECURITIES

I, \_\_\_\_\_ (CERTIFYING OFFICER) \_\_\_\_\_ (TITLE)

I, \_\_\_\_\_ (CERTIFYING OFFICER) \_\_\_\_\_ (TITLE)

of \_\_\_\_\_ (CORPORATION)

corporation organized and existing under the laws of \_\_\_\_\_

do hereby certify that the following is a true and complete copy of a resolution duly adopted by the Board of Directors of the said corporation, at a meeting called and held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at which a quorum was present and voting throughout.

RESOLVED that any one / two of the following officers, namely, \_\_\_\_\_ (NAME AND TITLE)

and \_\_\_\_\_ (NAME AND TITLE) is / are hereby authorised and empowered to sell, assign, transfer and

deliver any and all stocks or other securities.

We further certify that the foregoing resolution is not contrary to any provision in the charter or by laws if the corporation and that said resolution is in full force and effect as of the date hereof and that the following named individuals are the authorised officers of this corporation:

\_\_\_\_\_ (NAME OF ASSIGNING OFFICER) is \_\_\_\_\_ (TITLE)

\_\_\_\_\_ (NAME OF ASSIGNING OFFICER) is \_\_\_\_\_ (TITLE)

Date: \_\_\_\_\_ (SIGNATURES OF CERTIFYING OFFICERS)

(Corporate Seal)

*The officer certifying this resolution cannot be the same officer signing the Stock Power or Letter of Instruction. The signature guarantee without restriction, condition or qualification must be by a firm having membership in the New York Stock Exchange or by an officer of a commercial bank. Signatures of Notary Publics and guarantees by Savings Banks and Savings & Loan Associations are not acceptable.*