

RESOLUTION  
 CORPORATION  
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**TIOGA  
 FRANKLIN**  
 SAVINGS  
 BANK

**BUSINESS ENTITY NAME & ADDRESS**

**Bus. Name:** \_\_\_\_\_  
**Bus. Type:** \_\_\_\_\_  
**Bus. Address:** \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
**Bus. Phone#:** \_\_\_\_\_  
**Bus. Email:** \_\_\_\_\_  
**EIN#** \_\_\_\_\_

**Check one:** Initial Resolution       Superseding Resolution       Resolution addendum, Effective \_\_\_\_\_

DATE OF RESOLUTION	ACCOUNT NUMBER(S)	Tax Identification Number

By signing below, I/we certify to Tioga Franklin Savings Bank ("Financial Institution") that:

I am/We are the \_\_\_\_\_ of the above named (Check one)  for profit  non-profit Corporation, validly organized and operating under the laws of \_\_\_\_\_; the following is a true and complete copy of the Resolution, properly adopted at a duly called meeting by the governing body of the Corporation in accordance with its By-Laws, if any; this Resolution is contained in the minutes of that meeting and that such Resolution is still in force and effect and has not been amended or rescinded, and was and still is in accordance with its By-Laws, if any; the Financial Institution has been provided a true and complete copy of the business filing documentation and the By-Laws of the Corporation, if any, in effect as of the date of this Resolution, when requested; provided below are the correct names, titles, and genuine signatures of the persons authorized to exercise the powers provided in the Resolution ("Authorized Signers"); and the Financial Institution may rely upon my/our certification as to my/our authority to execute this Resolution and to make the representations in this Resolution.

**IT IS RESOLVED:**

**The authorized signers shall possess the powers indicated as contained in this Resolution.**

**(Check as appropriate and indicate the number of required signers for the checked powers.)**

- **DEPOSITORY ACCOUNT.** Perform the following activities in regards to the depository account(s) indicated above in the name of the Corporation, subject to any terms and conditions governing the account(s), including:
  - **Account Opening and Maintenance.** Open and maintain the Corporation account(s).
    - Number of signers required: 1
  - **Make Deposits.** Make deposits to the Corporation account(s).
    - Number of signers required: 1
  - **Endorsements.** Endorse for negotiation, negotiate, and receive the proceeds of any negotiable instrument, check, draft, or order for the payment of money payable to or belonging to the Corporation, by writing, stamp, or other means permitted by this Resolution without the designation of the person endorsing.
    - Number of signers required: 1
  - **Make withdrawals.** Make withdrawals from the Corporation account(s) in any manner permitted by the account(s) regardless whether such action will create or increase an overdraft of the involved account.
    - Number of signers required: 1
  - **Transfer Funds.** Transfer funds from the Corporation account(s) in Financial Institution to any account whether or not held at this Financial Institution and whether or not held by this Corporation and execute any agreements related to such transfers.
    - Number of signers required: 1
  - **Approve, Endorse, Guarantee and Identify Payees.** Approve, endorse, guarantee, and identify the endorsement of any payee or any endorser of any negotiable instrument, check, draft or order, for the payment of money whether drawn by the Corporation or anyone else and guarantee the payment of any negotiable instrument, check, draft, or order for the payment of money.
    - Number of signers required: 1

- **Delegate Authority.** Delegate to others the authority to approve, endorse, guarantee, and identify the endorsement of any payee or endorser on any negotiable instrument, check, draft, or order for the payment of money and to guarantee the payment of any such negotiable instrument, check, draft, or order for the payment of money.
    - Number of signers required: 1
- **DEBIT CARD/ACCESS CARD.** Apply for, receive and utilize debit, automated teller machine cards, or other access devices to exercise those powers authorized by this Resolution or other Resolutions then in effect.
  - Number of signers required: 1
- **CASH MANAGEMENT.** Enter into a Cash Management Agreement with Financial Institution, and exercise all rights and be subject to all responsibilities under the Agreement.
  - Number of signers required: 1

**IT IS FURTHER RESOLVED THAT:**

**DESIGNATED DEPOSITORY.** Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this Resolution.

**AUTHORIZED SIGNER'S POWERS.** Authorized Signers are authorized to make any and all other contracts, agreements, stipulations, and orders which the Authorized Signers may deem advisable for the effective exercise of their powers.

**SIGNATURES.** The Financial Institution shall be indemnified and held harmless by the Corporation for any claims, expenses, damages, or attorney fees resulting from the honoring of any signature, authorized by this Resolution, or refusing to honor any signature not so authorized, regardless of whether or not such signature was genuine, if such signature reasonably resembles the specimen provided to the Financial Institution. The Financial Institution shall also be permitted to rely upon non-signature security and verification codes which it provides to or receives from an Authorized Signer and shall be indemnified and held harmless by the Corporation for any claims, expenses, damages, or attorney fees resulting from their use.

**IMPROPER ENDORSEMENT.** Any negotiable instrument, check, draft, or order for the payment of moneys not clearly endorsed by an Authorized Signer may be returned to the Corporation by the Financial Institution. The Financial Institution, in its sole discretion, alternatively may endorse on behalf of the Corporation any negotiable instrument, check, draft, or order for the payment of money not clearly endorsed in order to facilitate collection. Financial Institution shall have no liability for any delay in the presentment or return of any negotiable instrument, check, draft, or order for the payment of money which is not properly endorsed.

**DISPOSITION OF FUNDS.** When withdrawal or transfer powers are granted to an Authorized Signer, the Financial Institution is directed and authorized to act upon and honor withdrawal or transfer instructions issued and to honor, pay, transfer from, and charge to any depository account(s) of the Corporation, all negotiable instruments, checks, drafts, or orders for the payment of money so drawn when signed consistent with the Resolution without inquiring as to the disposition of the proceeds or the circumstances surrounding the issuance of the negotiable instrument, check, or order for the payment of money involved, whether such negotiable instruments, checks, drafts, or orders for the payment of money are payable to the order of, or endorsed or negotiated by any Authorized Signer signing them or any Authorized Signer in their individual capacities or not, and whether they are deposited to the individual credit of or tendered in payment of the individual obligation or account of any Authorized Signer signing them or of any other Authorized Signer.

**PRIOR ENDORSEMENTS.** All negotiable instruments, checks, drafts, or orders for the payment of money deposited with prior endorsements are guaranteed by the Corporation.

**PRE-RESOLUTION TRANSACTIONS.** All actions by Authorized Signers in accordance with this Resolution but before the adoption of this Resolution are approved, ratified, adopted, and confirmed by the Corporation.

**WARRANTY.** That the Financial Institution may rely upon the certification as to the Corporation authority to execute this Resolution and make the representations in this Resolution.

**NOTIFICATION OF CHANGES.** The Corporation shall notify Financial Institution in writing at its address shown above in advance of any changes which would affect the validity of any matter certified in this Resolution.

**REVOCATION AND MODIFICATION.** An act ("Act") to modify, terminate, amend or replace this Resolution will not immediately affect the ability of the Financial Institution to rely upon this Resolution. The Act shall not affect any action by the Financial Institution in reliance on this Resolution before the date the Act becomes effective as set forth in the next sentence. An Act will not become effective until all of the following occur: (a) Financial Institution receives written notification of the Act in a form and substance satisfactory to the Financial Institution and (b) the Financial Institution has had a reasonable period of time to act upon such notification. Until the Act is effective, this Resolution shall remain in full force and bind the Corporation, its legal representatives, heirs, successors and assigns.

**DESIGNATION OF AUTHORIZED SIGNERS**

NAME /TITLE/SIGNATURE	AUTHORITY CODE/LIMITATIONS
X	N/A
Name: _____ Date _____	
Title: _____	N/A
X	N/A
Name: _____ Date _____	
Title: _____	N/A
X	N/A
Name: _____ Date _____	
Title: _____	N/A
X	N/A
Name: _____ Date _____	
Title: _____	N/A
X	N/A
Name: _____ Date _____	
Title: _____	N/A
X	N/A
Name: _____ Date _____	
Title: _____	N/A

(Check if appropriate) A separate addendum with additional signers is attached.

**By signing this Resolution, I/we acknowledge reading, understanding, and agreeing to all of its provisions and certify, personally and on behalf of the Entity, that all statements made in this Resolution are true and correct.**

X. \_\_\_\_\_

X. \_\_\_\_\_

Name \_\_\_\_\_ Date \_\_\_\_\_

Name \_\_\_\_\_ Date \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_