

Certified Copy of Resolutions/ Authorizations For Accounts And Loans



(Corporations, Partnerships, Unincorporated Associations, Sole Proprietorships & Other Organizations)

PNC Bank, National Association ("Bank")

Customer Name Harbor Branch Oceanographic Institute Foundation, Inc.	("Customer")	Taxpayer I.D. Number (TIN) 59-1644333
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Address
5600 N US Highway 1
Fort Pierce, FL 34946-7331

Type of Organization (Please Check one) (Resolution for)

Corporation. The Customer is a corporation and the undersigned Secretary of the Customer certifies that the following is a true copy of resolutions adopted by the Board of Directors of the Customer pursuant to a notice and the articles of incorporation and regulations or by-laws of the Customer and at which a quorum was present, or adopted without a meeting by the written approval of all of the directors of the Customer.

Partnership. The Customer is a partnership and the undersigned, a general partner of such partnership, certifies that the following is a resolution adopted by all of the general partners of such partnership.

Unincorporated Association. The Customer is an unincorporated association and the undersigned Secretary of the Customer certifies that the following is a true copy of resolutions adopted by the (Members, Trustees, Executive Committee, Board of Directors, etc.) of the Customer pursuant to, and in compliance with, its organizational documents.

Sole Proprietorship. The Customer is a sole proprietorship owned by _____ doing business under the Customer's name specified above and the undersigned hereby adopts the following resolutions and agrees that such resolutions are fully binding on such sole proprietor personally and upon the personal assets and property of such sole proprietor.

Other. Please complete the Unincorporated Associations & Other Organizations section on the reverse side.

Resolutions:

1. **Depository.** Resolved, that the Bank is designated a depository of the Customer; and the Bank is authorized to accept for deposit to the credit of any account of the Customer any monies, checks, drafts, notes, acceptances or other evidences of indebtedness delivered to the Bank for deposit, whether or not endorsed, and any endorsement thereon by whomsoever affixed whether by stamp, mechanical or other signature shall be deemed the endorsement of the Customer.

2. **Withdrawals and Transfers.** The Bank is authorized to make payments from the account(s) of Customer according to any check, draft, bill of exchange, acceptance or other written instrument or direction signed by any one of the following individuals, officers or designated agents, and that such designated individuals may also otherwise transfer, or enter into agreements with Bank concerning the transfer of funds from Customer's account(s), whether by telephone, telegraph, computer or any other manner:

<u>CHAIRPERSON</u>	<u>TREASURER</u>	<u>EXECUTIVE DIRECTOR</u>
<u>VICE CHAIRPERSON</u>	<u>SECRETARY</u>	

The Bank may accept, pay and/or apply any check, draft, charge, instrument or other order for the payment of money drawn on such accounts, or payable to the Customer that has been endorsed by any of the authorized signatories listed, or perform any transfer of funds, and any or all of such actions may be done:

- (i) without regard to the application of the same,
- (ii) without regard to the size of the same,
- (iii) without regard as to the payee thereof or whether sums are paid or payable in cash to or by credit to, any of the persons listed above or on account of any of the persons listed above, or any other person or entity, and regardless of whether such funds are used in whole or in part for the personal account or benefit, or in payment of the individual obligations of, any individual obligations of any such persons to the Bank,
- (iv) without regard to the disposition or purpose of same, or
- (v) as allowed by applicable law.

In addition but not by way of limitation, the Bank may take checks, drafts or other items payable to "cash", the Bank or the Customer and pay the sums represented by such items in cash to any person presenting such items or credit such items to the account or obligations of any person presenting such items or any other person or entity as directed by any such person.

3. **Products and Services.** Resolved, that any of the persons listed in Section 2 above are authorized to enter into contracts and agreements, written or verbal, for any products or services now or in the future offered by the Bank, including but not limited to (i) cash management services, (ii) purchases or sales of foreign exchange, securities or other financial products, (iii) computer/internet based products and services, (iv) wire transfer of funds from or to the accounts of the Customer at the Bank, and (v) ACH transactions, and the Bank may charge any accounts of the Customer at the Bank for such products or services.

4. **Loans and Extensions of Credit.** Resolved that any one of the following:

<u>CHAIRPERSON</u>	<u>TREASURER</u>	<u>EXECUTIVE DIRECTOR</u>
<u>VICE CHAIRPERSON</u>	<u>SECRETARY</u>	

are hereby authorized: (i) to effect loans, advances and renewals at any time for the Customer from the Bank; (ii) to sign and deliver any notes of credit and to sign and deliver to the bank any agreements on behalf of the Customer to reimburse the Bank for all payments made and expenses incurred by it under such letters of credit and drafts drawn pursuant thereto; (iv) to sign and deliver any instruments or documents on behalf of the Customer guaranteeing, endorsing or securing the payment of any debts or obligations of any person, form or corporation to the Bank; (v) to pledge, assign, transfer, mortgage, grant an security interest in or otherwise hypothecate to the Bank any stock, securities, commercial paper, warehouse receipts and other documents of title, bills, accounts receivable, contract rights, inventory, equipment, real property, and any other investments or property of the Customer, real or personal, tangible or intangible as security for the payment of any and all loans, advances, indebtedness and other liabilities of the Customer to the Bank of every kind and description, direct or indirect, absolute and contingent, joint or

CORPORATIONS

CERTIFICATE

I, the undersigned, Secretary of William J. Stewart
certify that as of this date the officers of this corporation are:

Chairman of the Board Joseph Z. Duke
President Joseph Z. Duke
Vice President Michael D. Minton

Secretary William J. Stewart
Treasurer Michael O'Reilly
Asst. Secretary _____

IN WITNESS WHEREOF, I have hereunto subscribed my name on this date of X Mar 23, 2014

X [Signature]
Signature of Secretary
William J. Stewart

PARTNERSHIPS

By: _____
Signature
Print Name: _____
Partner
By: _____
Signature
Print Name: _____
Partner
By: _____
Signature
Print Name: _____
Partner

By: _____
Signature
Print Name: _____
Partner
By: _____
Signature
Print Name: _____
Partner
By: _____
Signature
Print Name: _____
Partner

UNINCORPORATED ASSOC. & OTHER ORGANIZATIONS (LLP, LLC, PROFESSIONAL ASSOC., etc.)

If you selected "Other", indicate the type of Organization:

Signature
Print Name: _____

Signature
Print Name: _____

Signature
Print Name: _____

Signature
Print Name: _____

Signature
Print Name: _____

Signature
Print Name: _____