



Corporate Resolution and Certificate of Incumbency (Borrowing)

I, the undersigned, hereby certify that I am the _____ and custodian of the records of _____ (legal name of corporation), a corporation duly organized and existing under the laws of _____ (hereinafter "Corporation"); that the following is a true and correct copy of certain resolutions duly adopted by the Board of Directors of said Corporation at a meeting duly held on the _____ day of _____, _____, at which a quorum was present; and and that the following resolutions are in conformity with the charter and by-laws of said Corporation and have not since been rescinded or modified.

RESOLVED, that any _____ (number required) of the following corporate officers:

- Title _____
- Title _____
- Title _____
- Title _____
- Title _____
- Title _____

be and are hereby authorized on behalf of the Corporation from time to time to borrow money, obtain credit and procure loans and leases from any bank, corporation and other entity, whether now existing or hereafter organized, of which at least a majority of the stock or other ownership interests is at any time directly or indirectly owned or controlled by SunTrust Banks, Inc. or any successor in interest to SunTrust Banks, Inc. (such banks, corporations and other entities are hereinafter individually and collectively referred to as "Bank"), without limit as to amount; to sell or discount any notes, bills or accounts, acceptances or any other instruments to Bank; to assign, pledge, convey, transfer, mortgage or otherwise create a lien upon any real and/or personal property of this Corporation as security for the payment and performance of any and all indebtedness, liabilities and obligations of the Corporation to said Bank, whether in the usual course of business or otherwise; to enter into any other agreement with Bank in regard to commercial banking transactions including initiating and authorizing wire transfers; and, in furtherance of and in connection with the foregoing, to make, execute and deliver in the name of and on behalf of this Corporation, under its corporate seal or otherwise, such agreements, documents or instruments deemed reasonable or necessary;

RESOLVED FURTHER, that all actions heretofore taken by the officer or officers named herein in obtaining loans, leases or credits on behalf of this Corporation and in the exercise of the authority and powers herein granted are hereby ratified, adopted and confirmed; and that Bank is hereby authorized and directed to pay the proceeds of any such loans, leases or credits as directed by said officers, whether for payment or credit to the account of this Corporation with Bank or with another financial institution, or to such officers, or any third person, or otherwise; and

RESOLVED FURTHER, that the custodian of the records of this Corporation is authorized and directed to furnish said Bank a certified copy of these resolutions, which resolutions shall continue in full force and effect until written notice of the rescision or modification of the same has been received by Bank, and to furnish said Bank the names and specimen signatures of the officer(s) named herein, and such persons from time to time holding the above positions, herewith and/or on Bank's usual form of signature card.

I hereby certify that the following are names and specimen signatures of the officer(s) listed in the foregoing resolutions and that each presently holds the title indicated and has full authority for all acts noted herein.

Name _____	Title _____	Signature _____
Name _____	Title _____	Signature _____
Name _____	Title _____	Signature _____
Name _____	Title _____	Signature _____
Name _____	Title _____	Signature _____
Name _____	Title _____	Signature _____

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed the seal of said Corporation this _____ day of _____, _____.

Corporate Seal _____
Title _____