

**RESOLUTION OF ORGANIZATION, LODGE OR ASSOCIATION**

RE: -ACCOUNT # 5170018635

ORGANIZATION

ARDWICKS

ORGANIZATION ADDRESS

c/o J.M. Glus 8 Concord Road

CITY, STATE, ZIP +4

Ardley, New York 10502

I, MARION COWLES, certify that I am the Secretary of the organization (referred to as the "company") indicated above, and that the following is a correct copy of resolutions adopted at a meeting of the association duly and properly called and held on April 26, 2002. These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

"Be it resolved that;

- This resolution is permitted and in accordance with the company's organizational and operating agreements;
- Astoria Federal Savings may rely upon our certification as our authority to execute this resolution and make the representations in this resolution;
- All managers or members of this company whose names and signatures appear below are authorized for and on behalf of this company to open and maintain a depository account(s) of the company with Astoria Federal Savings, subject to the terms and conditions specified in the applicable Account Agreement(s), and to endorse and deposit with Astoria Federal Savings negotiable instruments or other orders for the payment of money, which endorsements may be made in writing or by stamp and without the designation of the person endorsing;
- All Managers or members named whose signatures appear below are authorized for and on behalf of the company to sign checks and orders for the payment of money withdrawing funds from a depository account(s) regardless of whether such action will create or increase an overdraft of the involved account (payment or nonpayment of an item which would create an overdraft of the involved account shall be at the sole discretion of Astoria Federal Savings);
- All manager or members named whose signatures appear below can endorse for negotiation, negotiate and receive the proceeds of any negotiable instruments or orders for the payment of money payable to or belonging to the company, can approve, endorse, guarantee and identify the endorsement of any payee or endorser of any checks or drafts whether drawn by the company or anyone else and can guarantee the payment of any checks or drafts, and can delegate to others authority to identify, endorse, approve and guarantee the endorsement of any payee or endorser of any such checks or drafts and to guarantee the payment of any checks or drafts."

Astoria Federal Savings is requested, authorized and directed to honor checks, drafts or other orders for the payment of money drawn on the Organization, including those drawn to the individual order of any person whose name appears on the checks, drafts or other orders, when bearing or purporting to bear the facsimile signature of each manager or member of the company whose signatures appear below.

Unless specifically designated, each manager or member of the company whose signature appears below may sign without the other(s)

	Name	Signature	Number of Necessary Counter signatures
1	<u>Pippa Broadhurst, President</u>	X <u><i>Pippa Broadhurst</i></u>	<u>either</u>
2	<u>Jean M. Glus, Treasurer</u>	X <u><i>Jean M. Glus</i></u>	<u>one</u>
3	_____	_____	_____
4	_____	_____	_____

"It is further resolved,

That the company certifies to Astoria Federal Savings that:

- All items deposited with prior endorsements are guaranteed by the company;
- All items not clearly endorsed by the company may be returned to the company by Astoria Federal Savings or, alternatively, Astoria Federal Savings is granted a power of attorney in relation to any such item endorsed to endorse any such item on behalf of the company in order to facilitate collection;
- Astoria Federal Savings shall have no liability for any delay in the presentment or return of any negotiable instrument or other order for the payment of money which is not properly endorsed;
- Astoria Federal Savings is directed and authorized to act upon and honor any withdrawal instructions issued and to honor, pay and charge to any depository account(s) of the company, all checks or orders for the payment of money so drawn when signed consistent with this resolution without inquiring as to the disposition of the proceeds or the circumstances surrounding the issuance of the check or order for the payment of money involved, whether such checks or orders for the payment of money payable to the order of, or endorsed or negotiated by any above named manager or member signing them or any manager or member in their individual capacities or not, and whether they are deposited to the individual credit or tendered in payment of the individual obligation of any manager or member signing them or of any other manager or member or not;
- Astoria Federal Savings is directed and authorized to honor checks, drafts or other orders for the payment of money drawn in the company's name, including those drawn to the individual order of any person(s) whose name(s) appear on any checks, drafts other orders for the payment of money, as signer(s) of any checks, drafts or other orders for the payment of money, when bearing or purporting to bear the facsimile of all Managers or members whose signatures appear above;
- Astoria Federal Savings shall be entitled to honor and charge the company for all such checks, drafts or other orders regardless of by whom or what means the facsimile signature(s) may have been affixed, if such facsimile signature(s) resemble the facsimile specimens duly certified to or filed with Astoria Federal Savings by any of the named managers or members;
- Astoria Federal Savings shall be indemnified for any claims, expenses or losses resulting from the honoring of any signature certified or refusing to honor any signature not so certified;
- Notwithstanding any modification or termination of the power of any manager or member or other person to represent the company, this Resolution shall remain in full force and bind the company and its legal representatives, heirs and the company's successors or assigns until written notice to the contrary signed by or on behalf of all of the managers or all of the members shall have been received by Astoria Federal Savings and that receipt of such notice shall not affect any action taken by Astoria Federal Savings prior to receipt of such notice in reliance on this resolution;
- Notwithstanding any of the provisions of this Resolution, and the knowledge of Astoria Federal Savings of the dissolution of the company, Astoria Federal Savings may continue to honor any remaining signature certified except as to such matters concerning which Astoria Federal Savings shall have received notice signed by or on behalf of all of the managers or all of the members that the same are not in connection with the winding up of the company's affairs."

I further certify that at the time of adoption of this Resolution, that the said company had full power and lawful authority to adopt the Resolution and to confer the powers granted to the persons named who have full power and lawful authority to exercise the same.

X *Marion S. Cowles*  
Secretary