



Corporate Resolution and Certificate of Incumbency (Deposit Accounts)

I undersigned hereby certify that I am the THE TOWN RECORDER and custodian of the records of TOWN OF SIGNAL MOUNTAIN (legal name of corporation), a corporation duly organized and existing under the laws of the state of TENNESSEE (the "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 10TH day of JANUARY 2005, at which a quorum was present; and that the following resolutions are in conformity, and not in conflict, with the charter and by-laws of said Corporation and have not since been rescinded or modified.

Deposit Accounts and Wire Transfer

Resolved, that SunTrust Bank ("Bank") be and is hereby designated a depository of this Corporation; that any one of the officers with the titles shown below be and is hereby authorized to enter into on behalf of this Corporation any of Bank's checking, savings, time deposit, wire transfer, night deposit or cash management and corporate service agreements or other deposit account agreements; that this Corporation shall be bound by both the terms and conditions of said agreements and Bank's rules and regulations related thereto, all as now existing or as amended from time to time; and that any officer of this Corporation with the title shown below is hereby authorized on behalf of this Corporation to endorse for deposit with said Bank, or for negotiation or collection, any and all checks, drafts, certificates of deposit, savings certificates, items or other instruments or written orders for the payment of money payable to this Corporation, which endorsement, if any, may be in writing, by stamp, or otherwise affixed, with or without designation or signature of the person so endorsing, it being understood that all prior endorsements on such items are guaranteed by this Corporation, regardless of the lack of an express guarantee in the endorsement of this Corporation.

Further Resolved, that said Bank be and is hereby directed to honor, pay and charge to the accounts of this Corporation, without inquiry as to the circumstances of the issuance or application of the proceeds of, checks, drafts, items or other written orders on any of this Corporation's accounts with Bank, whether or not payable to, endorsed or negotiated by or for the credit of any person signing the same or any other officer of this Corporation when signed by any of the following officers of this Corporation with the titles shown below.

Further Resolved, that any of the officers of this Corporation with the titles shown below are hereby authorized to execute the Funds Transfer Agreement to authorize the transfer of funds to other financial institutions or other accounts at Bank by written instruction, telephone or terminal communication device and all the schedules thereto, and to appoint persons from time to time who are authorized to request such transfers on behalf of the Corporation.

Officer Titles (titles, not names) authorized to act as indicated in Deposit Accounts and Wire Transfer paragraphs on behalf of the Corporation.

MAYOR
VICE-MAYOR
COUNCIL MEMBER
COUNCIL MEMBER

COUNCIL MEMBER
TOWN MANAGER
TOWN RECORDER

Facsimile Signatures (Complete this section only if machine or facsimile stamped signatures are to be used on items)

Further Resolved, that Bank is hereby requested, authorized and directed to honor any check, draft, item or other written order on any of this Corporation's deposit accounts with Bank when bearing or purporting to bear the following authorized machine or facsimile signature of any of the above officers whose signatures are reproduced below, regardless of by whom or by what means the actual or purported machine or facsimile signatures may have been affixed.

(Name of Authorized Signer)
[Handwritten signature]

(Machine or Facsimile Stamped Signature of Authorized Signer)
[Facsimile signature]

Further Resolved, that the Corporation shall indemnify and hold Bank harmless from any and all claims, expenses, losses, damages and costs (including attorneys' fees) resulting from, or growing out of Bank's honoring the facsimile signature of any of the above officers, its refusal to honor any facsimile signature of an officer not listed above, or resulting from the unauthorized use of the instrument used to produce the facsimile signatures by persons other than authorized officers.

Additional Signers' Designation

Further Resolved, that the custodian of the records of this Corporation and any other authorized officer hereby designate the following individuals as additional signers and any one is authorized only to sign checks, drafts, items or other written orders and initiate wire transfers and execute Bank's Funds Transfer Authorization wire request form and disclosure on any of the Corporation's within named deposit accounts with Bank.

Table with 2 columns: Additional Signers' Names (Non-corporate Officers) and Position. Includes blank lines for entry.

Exemption (this section applies if marked with an "X")

I further certify that the above named corporation is eligible to earn interest in compliance with Regulation D of the Federal Reserve Act (12CFR 204) as a Non-Profit Organization that is operated primarily for Religious, Philanthropic, Charitable, Educational, Political or other similar purposes under one of the following sections:

Organization- Section 501 (C)(3) through (13), and (19) of the Internal Revenue code (26 USC (IRC 1954) 501 (C) (3) - (13) and 19).

Political Organization - Section 527 of the Internal Revenue Code (26 USC (IRC 1954) 527).

Homeowners and Condominium Owners Associations - Section 528 of the Internal Revenue Code (26 USC (IRC 1954) 528).

General

Further Resolved, that the custodian of the records of this Corporation be and 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 rescission or modification of the same has been received by Bank, and Bank has had a reasonable time to act on said change; and to furnish said Bank the names and specimen signatures of the person(s) named herein, and such persons from time to time holding the positions named herein, on Bank's usual form of signature card or on a form acceptable to Bank.

I hereby certify that the following are the names and specimen signatures of the authorized person(s) listed in the foregoing resolutions and that each presently holds the title or designation indicated and has full authority for all acts noted herein. Refer to the Account Signature Card for specimen signatures of Designated Additional Signers.

Officers Authorized to Act on Behalf of the Corporation

Name	Officer Title
1. WILLIAM O LEONARD III	MAYOR
2. STEPHEN R RUFFIN	VICE-MAYOR
3. ROBERT V LINEHART	COUNCIL MEMBER
4. LIZETTA PATURALSKI	COUNCIL MEMBER
5. ROBERT E WHITE	COUNCIL MEMBER
6. HERSHEL DICK	TOWN MANAGER
7. DIANA CAMPBELL	TOWN RECORDER

Designated Additional Signers' Names

Position

Designated Additional Signers' Names	Position

Specimen Signatures of Officers Authorized to Act on Behalf of the Corporation

1. <i>William O. Leonard III</i>
2. <i>Stephen R. Ruffin</i>
3. <i>Robert V. Linehart</i>
4. <i>Lizetta Paturski</i>
5. <i>Robert E. White</i>
6. <i>Hershel Dick</i>
7. <i>Diana Campbell</i>

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this day of 01-04-05

Seal 01-10-05

Diana Campbell
Signature
Recorder
Title (Secretary or Assistant Secretary)

Bank Use (to be completed by preparer):

Account Numbers	15511,71621,6801072205,1000001259596,6801072403,1000001260479,6801072338,6801072106,600733	Phone No.	(423)517-9237
Verification Method	SIGNATURE CARD	Center No.	0808514
Center Name	SIGNAL MOUNTAIN		