

SINGLE-MEMBER LLC BORROWING RESOLUTION

TO: SYNOVUS BANK
(referred to in this document as the "Financial Institution")

BY: _____
(referred to in this document as the "Company")

1) ACCOUNT INFORMATION

EIN

SSN (indicate name below)

Account number (if existing)

_____ **OR**

2) GOVERNING DOCUMENTS

The undersigned certifies that (i) the Company is a single member LLC with only one member, (ii) there are no members of the Company, other than the sole member and (iii) that the powers granted in this resolution are not in contravention with the Company's governing documents, including, but not limited to the Articles of Organization and the Operating Agreement (if any) (and any other applicable organizational documents).

3) AUTHORIZING RESOLUTION

The undersigned, Manager(s) or Member¹ of the above named company, as applicable, organized under the laws of _____ (state), hereby certifies that the following is a true, correct, and complete copy of a resolution adopted by the Manager(s) or the Member of the Company in accordance with the terms of the Operating Agreement and the Company's other governing documents on or before the date of the execution of this resolution (*as set forth below*). This resolution appears in the Company's minute book and has not been modified or rescinded and remains in full force and effect.

The Manager(s) or the Member hereby resolves that:

- a) The Company desires to enter into a financial transaction with the Financial Institution and the Manager(s) or Member has deemed it to be in the best interests of the Company to enter into a financial transaction with the Financial Institution.
- b) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and accepted by the Financial Institution. Any and all prior resolutions adopted by the Manager(s) or Member of the Company relating to the Financial Institution as governing the operation of the Company's account(s), are, and shall continue (except as expressly modified hereby), in full force and effect, until the Financial Institution receives and acknowledges express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for such changes.
- c) Any and all actions heretofore taken by any Authorized Person named herein in obtaining loans or other indebtedness on behalf of the Company with the Financial Institution and in exercise of the authority and powers granted herein prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- d) Any of the persons named in Section 4 below (each, an "Authorized Person") are hereby authorized to enter into an agreement with the Financial Institution and/or its affiliates, providing for loans or other extensions of credit to be made to the Company which shall bear interest and have such other terms and conditions as approved and deemed necessary, appropriate or desirable by the Authorized Person executing the same agreement, the execution thereof by such Authorized Person to be conclusive evidence of such approval and determination.
- e) The Authorized Persons are each independently and without the need of any other Authorized Person hereby authorized (i) to execute and deliver to the Financial Institution such notes or other evidences of indebtedness of the Company for the monies so borrowed, with interest thereon, as the Financial Institution may require, and to execute and deliver from time to time renewals or extensions of such notes or other evidences of indebtedness; and (ii) to perform all acts and execute and deliver all instruments which the Financial Institution may deem necessary or desirable to carry out the purposes of these resolutions.

¹ As used in this resolution, the term "Manager" means the person or persons designated by the member of a manager-managed limited liability company ("LLC") to manage the LLC as provided in the articles of organization or an operating agreement. The term "Member" means the member of the LLC authorized to act on behalf of the LLC in a member-managed LLC.

4) AUTHORIZED PERSON SIGNATURES

The undersigned further certifies that each of the following persons are deemed Authorized Persons of the Company and have all of the powers indicated above. Each Authorized Person may independently bind the Company without the need of any other Authorized Person. The Financial Institution is hereby authorized to rely on any of the signatures subscribed hereto relating to borrowing/pledging/guarantying transactions on the Company's account(s).

Name and Title or Position	Signature
A.	
B.	
C.	
D.	
E.	

5) EFFECT ON PREVIOUS RESOLUTIONS

All prior resolutions of record at the Financial Institution remain in effect unless the Company notifies Financial Institution as provided herein. To the extent this resolution conflicts with any Single-Member LLC Authorization Resolution on file with the Financial Institution, the terms of this resolution shall control.

6) CERTIFICATION OF AUTHORITY

The undersigned further certifies that (i) the Company is a single member LLC with only one member, (ii) there are no members of the Company, other than the sole member, and (iii) Manager(s) or sole member of the Company, as applicable, has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolution and to confer the powers granted to the persons named above who have full power and lawful authority to exercise the same.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of the Company on the date(s) set forth below:

Signature: MANAGER OR SOLE MEMBER

Name: _____

Title: _____

Date: _____

FOR FINANCIAL INSTITUTION USE ONLY

Acknowledged and received on _____ (date) by _____ (initials) This resolution is superseded by resolution dated _____.