

Institutional Corporate Resolutions

William Blair

Account Title _____

Account No: _____

I, _____ Secretary* of, _____, hereby certify that the resolutions set forth below were duly adopted by the board of directors of said corporation, duly held on _____ at which a quorum of said board of directors was present and acting throughout and that no action has been taken to rescind or amend said resolutions and that the same are now in full force and effect.

RESOLVED:

FIRST: That the following named officers and directors and their successors in office and the other persons specified below, to wit:

Name _____ Title _____

Name _____ Title _____

Name _____ Title _____

Name _____ Title _____

and each of them, are hereby authorized and empowered, for and on behalf of this corporation, to establish and maintain one or more accounts with William Blair (herein called "Blair") for the purpose of purchasing, investing in, selling, transferring, exchanging, or otherwise disposing of, including entering into repurchase and reverse repurchase agreements, and generally dealing in and with any and all forms of securities including, but not limited to, shares, stocks, listed or over-the-counter options, bonds, debentures, notes, scrip, participation certificates, subscription rights, warrants, certificates of deposit, mortgages, mortgage-backed securities, contracts, "when-issued" securities, evidences of indebtedness, commercial paper, certificates of indebtedness, and certificates of interest of any and every kind and nature whatsoever (including derivative securities), secured or unsecured, whether represented by trust, participation and/or other certificates or otherwise.

SECOND: Each of said officers or agents is hereby granted the fullest authority to act on behalf of the corporation with respect to each of said accounts, including authority (without limiting the generality of the foregoing):

- (a) To give written or oral instructions to Blair with respects to the matters referred to above;
- (b) To obligate the corporation to and for the carrying out of any contract arrangement or transaction, which shall be entered into by any such officer and/or agent for and on behalf of the corporation with or through Blair;
- (c) To pay to Blair such sums as may be necessary in connection with the account;
- (d) To deposit securities, funds, and other property of the corporation with Blair;
- (e) To order the transfer or delivery of any securities, funds, or other property of the corporation to any person (including said officer or agent) and to order the transfer or record ownership of any securities or other property to any person (including said officer or agent) and in any name whatsoever;
- (f) To endorse any securities, stock powers, or other instruments in order to pass titles to securities or other property and to direct the sale, transfer, exchange, or exercise of any rights with respect to any such securities or other property of the corporation;

- (g) To agree to any terms or conditions regarding the account and to execute on behalf of the corporation any agreements, release, power of attorney, assignment, or other document in connection with the account and the property therein;
- (h) To direct Blair to surrender securities to any party for the purpose of effecting any exchange or conversion or for any other purpose;
- (i) To withdraw and accept delivery of securities, funds, and other property of the corporation;
- (j) To receive oral or written confirmations, statements of account, notices, demands, and other documents relating to the account behalf of the corporation;
- (k) To appoint any other person to do any and all things which the said officer or agent is hereby empowered to do, and;
- (l) Generally to do and take all action in connection with the account that is deemed necessary or desirable by said officer or agent with respect thereto and Blair may deal with each said officer or agent as though they were dealing with the corporation directly.

THIRD: That the authority of each of said officers or agents and their successors in office shall continue until Blair shall receive from the corporation a written notice of the revocation thereof.

FOURTH: That the Secretary or other proper officer* of the corporation is hereby authorized and directed to certify in writing to Blair:

- (a) A true copy of these resolutions;
- (b) Specimen signatures of each and every person empowered by these resolutions;
- (c) That the corporation is duly organized and existing and that these resolutions are in conformity with the provisions of the charter and bylaws of the corporation and within its corporate and lawful powers; and
- (d) Any changes in the office or powers or persons hereby empowered, which notification, when received, shall be adequate both to terminate the powers of the persons theretofore authorized, and to empower the persons thereby substituted.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of this corporation
on _____,

Signature _____ Title _____

*These resolutions should be certified by a senior officer other than the Secretary if:

- (i) the Secretary is the sole person authorized by these resolutions to act on behalf of the corporation, or
- (ii) the Secretary, as an authorized signer, executes the agreements contained herein on behalf of the corporation.