

**CERTIFIED COPY OF RESOLUTIONS
AND
CERTIFICATE OF INCUMBENCY**

The undersigned, being the duly [elected] [appointed] Secretary of the Warren County School District, hereby certifies that the following Resolutions were adopted at a regularly constituted meeting of the Board of School directors of the Warren County School District held on February 11, 2008:

RESOLVED: That the Warren County School District is authorized to enter into an Investment Management Agreement, to be in a form which is substantially the same as that attached hereto, with National City Bank for the purposes of the investment management and custody of certain of its assets.

RESOLVED FURTHER: Any one of the following named officers, whose sample signatures are attached hereto, is authorized to enter said Agreement on behalf of the _____ [Foundation] [Corporation].

<u>Petter Turnquist,</u>	<u>Treasurer</u> (title)
<u>Ruth Huck,</u>	<u>Secretary</u> (title)
<u>Jack Martin,</u>	<u>President</u> (title)

RESOLVED FURTHER: That any of the persons named above has the authority to take or direct any action on behalf of Warren County School District under said Agreement including, without limitation, the authority to endorse for transfer any and all securities in the name of the Warren County School District to National City Bank, or its nominee, as Investment Manager under said Agreement, the authority to add assets to and withdraw assets from the account held under said Agreement, the authority to direct the purchase, sale, exchange or other disposition of assets held under said Agreement, the authority to provide investment objectives for the investment of assets held under said Agreement, the authority to direct or inform National City Bank with regard to any activity deemed administrative (e.g. change of address, statements, on-line access), and the authority to terminate said Agreement.

RESOLVED FURTHER: That National City Bank is authorized to rely on these Resolutions and that any of the persons named above continues to have the authority stated above until National City Bank receives written notice of any change.

The undersigned, being the duly elected / appointed Secretary of the Ruth Huck certifies that the above Resolutions and Certificate of Incumbency are in full force and effect as of this date and that the Resolutions are not contrary to any provision in the trust agreement, Pennsylvania School Code, or policies of the Warren County School District.

Date

[Secretary of the Warren County School District

Warren County School District)

SAMPLE SIGNATURES

_____ Name Printed: PETTER TURNQUIST

_____ Name Printed: RUTH HUCK

_____ Name Printed: JACK MARTIN