

CORPORATE RESOLUTION TO OBTAIN BUSINESS CREDIT CARD(S)

Company EIN	Date	Lender Code	Lender Initials
25-1157816	04/25/2025	SC24	

Bank Use Only

Borrower:	County School DWarren istrict	Lender:	NORTHWEST BANK
	6820 Market St		400 Jackson Run Rd
	Russell, PA 16345		Warren, PA 16365

I, THE UNDERSIGNED, DO HEREBY CERTIFY THAT:



THE CORPORATION'S EXISTENCE: The complete and correct name of the Corporation is Warren County School District (Corporation). The

Corporation is a corporation for profit which is, and at all times shall be duly organized, validly existing, and in good standing under and by virtue of the laws of the CORPORATION's state of incorporation. The Corporation is duly authorized to transact business in all other states in which the Corporation is doing business, having obtained all necessary filings, governmental licenses, and approvals for each state in which the CORPORATION is doing business. Specifically, the Corporation is, and at all times shall be, duly qualified as a foreign corporation in all states in which the failure to so qualify would have a material adverse effect on its business or financial condition. The Corporation has the full power and authority to own its properties and to transact the business in which it is presently engaged or presently proposes to engage.

The Corporation maintains an office at 6820 Market St Russell PA 16345. Unless the Corporation has designated otherwise in writing, the principal office is the office at which the Corporation keeps its books and records. The Corporation will notify the Lender prior to any change in the location of the Corporation's state of organization or any change in the Corporation's name. The Corporation shall do all things necessary to preserve and to keep in full force and affect its existence, rights, and privileges, and shall comply with all regulations, rules, ordinances, statutes, orders and decrees of any governmental or quasi-governmental authority or court applicable to the Corporation and the Corporation's business activities.

RESOLUTIONS ADOPTED: At a meeting of the officers of the Corporation, duly called and held on 04/25/2025, at which a quorum was present and voting, or by other duly authorized action in lieu of a meeting, the resolutions set forth in the Resolution were adopted.

OFFICERS: The following named person(s) are officers of Warren County School District

NAME	TITLE	E-MAIL ADDRESS	SIGNATURE
Michael Kiehl	Director	kiehlm@wcsdpa.org	
Gary Weber	Superintendent	weberg@wcsdpa.org	

ACTIONS AUTHORIZED: Any 1 (#) of the authorized person(s) listed above may enter into any agreements of any nature with Lender, as it relates to obtaining business credit cards and those agreements will bind the Corporation. Specifically, but without limitation, the authorized person(s) is/are authorized, empowered, and directed to do the following for and on behalf of the Corporation:

Maximum Limit: To obtain business card(s) on behalf of the Corporation up to a maximum limit as directed and authorized by the Corporation as conveyed to the Lender.

Further Acts: To obtain account information for any/all users, request account maintenance such as address changes, credit balance refund requests, request additional credit cards for new users/employees, request to close business credit card accounts, request to make credit limit changes, and any other changes that are allowed by the Cardholder Agreement and necessary to conduct business.

ASSUMED BUSINESS NAMES: The Corporation has filed or recorded all documents or filings required by law relating to all assumed business names used by the Corporation. Excluding the name of the Corporation, the following is a complete list of all assumed business names under which the Corporation does business: None.

NOTICES TO LENDER: The Corporation will promptly notify Lender in writing at Lender's address shown above (or such other addresses as Lender may designate from time to time) prior to any (A) change in the Corporation's name; (B) change in the Corporation's assumed business name(s); (C) change in the management or in the Officers of the Corporation; (D) change in the authorized signer(s); (E) change in the Corporation's principal office address; (F) change in the Corporation's state of organization; (G) conversion of the Corporation to a new or different type of business entity; or (H) change in any other aspect of the Corporation that directly or indirectly relates to any agreements between the Corporation and Lender. No change in the Corporation's name or state of organization will take effect until after Lender has received notice.

CERTIFICATION CONCERNING OFFICERS AND RESOLUTIONS: The officer(s) named above is duly elected, appointed, or employed by or for the Corporation, as the case may be, and occupies the position set opposite his or her respective name. This Resolution now stands of record on the books of the Corporation, is in full force and effect, and has not been modified or revoked in any manner whatsoever.

CONTINUING VALIDITY: Any and all acts authorized pursuant to this Resolution and performed prior to the passage of this Resolution are hereby ratified and approved. This Resolution shall be continuing, shall remain in full force and effect and Lender may rely on it until written notice of its revocation shall have been delivered to and received by Lender at Lender's address shown above (or such addresses as Lender may designate from time to time). Any such notice shall not affect any of the Corporation's agreements or commitments in effect at the time notice is given.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attest that the signature set opposite the name listed above is his or her genuine signature.

I have read all the provisions of this Resolution, and I personally and on behalf of the Corporation certify that all statements and representations made in this Resolution are true and correct. This Corporate Resolution to Borrow / Grant Collateral is dated 04/25/2025.

CERTIFIED TO AND ATTESTED BY:

NOTE: If the officer signing this Resolution is designated by the foregoing document as one of the officers authorized to act on the Corporation, it is advisable to have this Resolution signed by at least one non-authorized officer of the Corporation.