



Not-For-Profit Organization Resolution—Deposit Account

I, Enka Kellerhals, Secretary of Gratitude America Ltd, [a corporation]

[an unincorporated association] duly organized and existing under the laws of US Virgin Islands, described herein as "this organization," hereby certify that the following is a true copy of resolutions adopted by the Board of Directors of this organization at a meeting duly held, a quorum being present, on _____, 20____ and that such resolutions are now in full force and effect:

"RESOLVED, that Deutsche Bank Trust Company Americas, New York, N. Y. or any of its affiliates or subsidiaries (the "Bank"), is designated a depository of this organization for each account of this organization now or hereafter opened and maintained at the Bank (whether one or more; the "Account"); in accordance with all applicable laws, regulations and Bank and this organization's policies; and

"FURTHER RESOLVED, that all drafts, checks and other written instruments or orders for the payment of money drawn (i) against the Account or (ii) to or otherwise made payable to this organization shall be signed or endorsed (for

transfer or encashment) by any 1 of the following* (insert titles but not names of officers):

President and Treasurer; and "FURTHER RESOLVED, that the Bank is hereby requested,

authorized and directed to honor all orders for the payment of money by wire or other electronic means made or issued in this organization's name on the Account: (i) when transmitted and delivered to the Bank by telex, cable, facsimile or other mechanical or electronic transmission; letter or other written communication; or telephonic or other oral

communication; and (ii) when separately authorized in writing by any 1 of officer(s) designated in the preceding

"RESOLVED" clause and the Bank shall be entitled to honor and charge the Account for all such orders which it believes in good faith to be genuine regardless of by whom or by what means such orders may have been issued. The authorization provided in this clause shall include, without limitation, the right to enter into any agreement(s) with the Bank, from time to time, containing such indemnities in favor of the Bank as it may require and such other provisions in order to effectuate the purpose hereof; and

"FURTHER RESOLVED, that the Bank is authorized to place to the credit of the Account, funds, drafts, checks, credits or other property by whomever delivered or transmitted to the Bank for deposit for account of this organization, endorsed with the name and/or Account number of this organization or other agreed-upon symbol or identifying mark by rubber stamp, facsimile, mechanical, manual or other signature (and any such endorsement by whomever affixed shall be the endorsement of this organization), or otherwise endorsed, or unendorsed, provided that if any such item shall bear, or be accompanied by, directions (by whomever made) for deposit to a specific Account, then such deposit shall be to the credit of such specific Account; the Bank may at any time refuse any such deposit or credit to the Account and/or may return by mail or otherwise the whole or any part of a deposit to this organization; and

"FURTHER RESOLVED, that the Bank is hereby directed to accept, and/or apply any draft, check or other instrument or order for the payment of money, or any proceeds thereof, including any order for the transfer thereof by wire or other electronic means, drawn, made or issued on such Account or drawn to or otherwise made payable to this organization (each such payment order herein an "Order") when signed or endorsed, made or issued as required by these resolutions without limit as to amount, without inquiry and without regard to the disposition of any such item or any proceeds thereof, and the Bank shall not be liable in connection therewith notwithstanding that such Order: (i) may be payable or endorsed to the order of a person whose signature appears thereon or who otherwise made or issued such Order or of any other officer(s) or agent(s) of this organization, or (ii) or any proceeds thereof may be used or disposed of for the personal credit or account of any such person(s), officer(s) or agent(s) with the Bank or otherwise or in payment of the individual obligation of any such person(s), officer(s) or agent(s) to the Bank or otherwise, or (iii) may cause or increase an overdraft on the Account; and

"FURTHER RESOLVED, that the Account and all transactions related thereto, the authorities, specifications, agreements and services herein provided shall also be subject to all other agreements, rules, regulations and conditions set forth in any signature card, deposit ticket, passbook, instrument, receipt, statement of Account and all state and federal laws, rules and regulations applicable to the subject matter hereof."

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