

RESOLUTION

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BE IT RESOLVED, that any one of the following officers: the President, the First Vice-President, the Second Vice-President, the Secretary, the Assistant Secretary and the Treasurer shall be and they are hereby authorized, directed and empowered in the name and in behalf of Shriners Hospitals for Crippled Children, a Colorado corporation:

1. To take such legal steps, including the institution of such suits and proceedings as may be necessary to secure the use and benefit of devises, bequests, gifts and endowments for Shriners Hospitals for Crippled Children and to enter its appearances in any and all suits and proceedings in which said corporation shall be a party, and to defend the same in the name of said corporation; to compromise and settle law suits, claims and controversies affecting the properties of the corporation which may be deemed advisable and for the benefit of the corporation;
2. To demand, institute legal proceedings for, collect, and receive all sums of money which are or shall become due, owing, payable and belonging to said corporation or detained for it, by any and all persons whatsoever, and upon receipt thereof to execute and deliver effectual receipts, releases and discharges therefor, and also to adjust and compromise any and all claims which may be disputed in good faith, and to make composition and adjustment of any and all claims against debtors, who may be unable to pay said claims and debts in full for such sums and on such terms as to said officer or officers shall seem reasonable and advantageous;
3. To make and execute all necessary contracts and documents affecting the property of Shriners Hospitals for Crippled Children, and other properties of the corporation;
4. To execute all necessary papers and documents to secure the transfer to said corporation of corporate stocks and bonds, and to execute all necessary papers and documents for the sale and transfer of corporate stocks and bonds;
5. To endorse notes, checks, drafts or bills of exchange which may require the endorsement of said corporation for deposit as cash or for collection;
6. To ask, demand, sue for, recover and receive of and from any administrator, executor, trustee, fiduciary or other person or persons, any property, legacy, devise, gift or distributive share of property given to said corporation or given to or for the benefit of said Shriners Hospitals for Crippled Children by any person or under any will, trust agreement or other instrument; to adjust and settle all accounts relative thereto; to give good and sufficient releases and discharges for the same; and to deliver all such releases, acquittances and discharges as may appear to be necessary or expedient in that behalf as shall be tendered to said officer or officers for that purpose;
7. To transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, rights and options, evidences of indebtedness or other securities now or hereafter standing in the name of or owned by said corporation and to make, execute and deliver any and all written instruments of assignment and transfer necessary, proper or desirable to effectuate the authority hereby conferred;
8. To assign, transfer and deliver any property, real or personal, to any bank, trust company, or fiduciary with which Shriners Hospitals for Crippled Children has a contract or contracts for the handling of an endowment fund, such property to be held, managed, invested and distributed by said bank, trust company, or fiduciary in accordance with the terms and conditions of said contract or contracts;
9. To make and execute any and all papers and documents as may be necessary from time to time to comply with the laws of the state in which any of the properties of the corporation may be located for the purpose of protecting and safeguarding the same;
10. To make and execute such agreements, papers and documents as may be necessary from time to time to settle any controversies over the properties of the corporation, or such suits as may be pending affecting the properties of the corporation, and as may be deemed necessary for the protection of the properties of the corporation;
11. To execute, acknowledge and deliver such documents, agreements and papers as may be necessary to comply with the laws of any State or Territory relating to, regarding, or providing for the domestication of said Shriners Hospitals for Crippled Children in said State or Territory and to execute, acknowledge and deliver any paper, document, or agreement providing for the appointment of a Statutory Process Agent in compliance with the laws of any such State or Territory.
12. To accept gifts, devises, bequests, donations, annuities and endowments of real and personal property for the use and benefit of the Corporation and/or the individual Hospital Units, and to agree generally, specifically or in detail to the conditions thereof.

BE IT FURTHER RESOLVED, that any two of the following officers: the President and Secretary, the First Vice-President and Secretary, the Second Vice-President and Secretary; the President and Assistant Secretary, the First Vice-President and Assistant Secretary, the Second Vice-President and Assistant Secretary; the President and Treasurer, the First Vice-President and Treasurer, the Second Vice-President and Treasurer, the Secretary and Treasurer, the Assistant Secretary and Treasurer shall be and they are hereby authorized, directed and empowered in the name and on behalf of Shriners Hospitals for Crippled Children:

1. To sell and convey any real estate and appurtenances thereto or any parcel thereof belonging to said corporation and wheresoever situate either by private contract or by public auction and either together or in separate parcels or lots for such prices as to said officer or officers shall seem advisable; and upon the receipt of the consideration or purchase price for the same or any part thereof, said officer or officers are authorized to give a good receipt therefor, which receipt shall exonerate the person paying such money from seeing to the application thereof or being responsible for the loss or misapplication thereof;
2. To enter into and execute such suitable contracts with fiduciaries in such cities having a hospital, or in any other city, as the Board of Directors of Shriners Hospitals for Crippled Children shall determine for the handling of an endowment fund in each of the cities having a hospital, or in any other city, bearing in mind the recommendations and suggestions of the Board of Trustees, Shriners Hospitals for Crippled Children;
3. To make and execute such papers and documents as may be necessary from time to time to withdraw from such fiduciaries and to change, modify, amend and alter such contracts as may be deemed necessary from time to time;
4. To make and execute contracts, deeds of conveyance, assignments, powers of attorney, leases, releases, and any and all other papers that may be necessary for the acquisition, sale and conveyance of properties.

I, George M. Saunders, do hereby certify that Galloway Calhoun is the President of Shriners Hospitals for Crippled Children, a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, and that the foregoing is a full, true, complete, and correct copy of a resolution duly adopted by the Board of Directors of said corporation at a duly and legally convened and regular meeting thereof held in Minneapolis, Minn. on July 11th, 1957, at which there was present a quorum of the Directors thereof.

I do further certify that said resolution is still in full force and effect and has never been modified or repealed.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the corporate seal of said Shriners Hospitals for Crippled Children to be affixed hereto this 12 day of November, 1957.

George M. Saunders
George M. Saunders, Secretary

SHRINERS HOSPITALS FOR CRIPPLED CHILDREN,
a Colorado Corporation

Recorded February 25, 1958 at 2:01 P. M. #4535