

CLEENVILLE CO. S.C.

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SHRINERS HOSPITALS FOR CRIPPLED CHILDREN
P.H.C.

RESOLUTION

BE IT RESOLVED, that any one of the following officers: the Chairman of the Board of Directors, the President, the First Vice-President, the Second Vice-President, the Secretary, the Assistant Secretary, or 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 accept gifts, devises, bequests, donations, contributions, or interests of real and personal property for the use and benefit of the Corporation and/or any individual Shriners Hospital or Plans Unit, and to agree generally or specifically to the conditions thereof;
2. To demand, recover, and receive of and from any person, firm, estate, trustee, fiduciary or other person or persons, any property, legacy, devise, gift or distributive share of property given to or for the benefit of said Corporation and/or any individual Shriners Hospital or Plans Unit by any bequest or under any will, trust agreement, or other instrument; to adjust any such claims, suits or claims relative thereto to give good and sufficient releases and discharges for the same, and to file or cause to be filed such releases and discharges as may appear to be necessary or expedient;
3. To take such legal steps, including the retention and defense of suits and proceedings, as may be necessary to secure the receipt, use and benefit of bequests, legacies and gifts of whatever nature to the Corporation and to enter appearances in any and all suits and proceedings in which said Corporation shall be an interested party, and to take all legal action deemed necessary to carry out the intent of agreements, papers, and documents in the name of said Corporation; to compromise and settle lawsuits, claims, debts and controversies of whatever nature affecting the Corporation in which there exists a good faith dispute;
4. To transfer, convert, endorse, sell, exchange, assign, set off or 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, owned by and 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;
5. To endorse notes, checks, drafts, bills of exchange or other negotiable items which may require the endorsement of said Corporation for deposit as cash or for collection;
6. To make and execute such agreements, papers, contracts, and documents as may be necessary from time to time concerning and or affecting the personal properties of the Corporation wherever located, and to execute such documents as are necessary to comply with any legal requirements relating to the domestication of said Corporation;
7. To assign, transfer and deliver any property, real or personal, to any bank, trust company, or fiduciary with which the Corporation has a contract for supervised investment management.

BE IT FURTHER RESOLVED, that any two of the following officers: the Chairman of the Board of Directors and Secretary, the President and Secretary, the First Vice-President and Secretary, the Second Vice-President and Secretary; the Chairman of the Board of Directors and Assistant Secretary, the President and Assistant Secretary, the First Vice-President and Assistant Secretary, the Second Vice-President and Assistant Secretary; the Chairman of the Board of Directors and Treasurer, 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 belonging to said Corporation wherever situate either by private contract or by public auction and either together or in separate parcels or lots for such prices as said officers shall deem advisable; and upon the receipt of the consideration or purchase price for the same, the purchaser paying such consideration to said Corporation shall be exonerated from seeing to the application of the proceeds thereof;
2. To make and execute real estate contracts, deeds of conveyance of real and mineral properties, assignments, leases affecting real and mineral properties, satisfactions or discharges of mortgages, requests for reconveyance of deeds of trusts, and any and all other papers or documents that may be necessary for the acquisition, sale and conveyance of real estate and mineral rights;
3. To make and execute powers of attorney for and on behalf of the Corporation;
4. To enter into and execute such suitable investment management agreement contracts with fiduciaries as its Investment Committee shall determine and select pursuant to the authority granted to it for the management of all assets of this Corporation; and to make and execute such papers and documents as may be necessary from time to time to withdraw assets from investment management fiduciaries and to change, modify, amend and alter such contracts as may be deemed necessary from time to time;
5. To accept, open or terminate bank accounts, savings accounts, savings and loan accounts, savings bank accounts, for and on behalf of the Corporation as may be advisable, and in the interests of the Corporation which are received upon distributions of estates and trusts benefiting the Corporation.

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