

GENERAL RESOLUTION

I, the undersigned Secretary/Manager of _____ (Exact Name of the Legal Entity)

a _____ duly organized and existing under the laws of _____ (Jurisdiction Where Organized) (Corporation/ Limited Liability Company/ Series Limited Liability Company/ Limited Liability Partnership/Special Partnership)

having its principal place of business in _____ (the "Legal Entity") hereby CERTIFIES to FirstBank Puerto Rico (the "Bank") that (City or Town and State/Territory/Country)

the following is a true and exact copy of a certain Resolution duly adopted at the meeting held on _____ 20 (Date of Meeting)

by the Board of Directors, or the administrative body or committee of the Legal Entity, in accordance with its By-Laws, Regulations, Operating Agreements, and/or any other incorporation document, as applicable, as recorded in the Legal Entity's Book of Minutes, under my custody, and that such Resolution has not been subsequently rescinded or modified, and is now in full force and effect.

RESOLVED

Deposits and Withdrawals

1. That the Bank be and hereby is designated depository of the funds of this the Legal Entity and, that

(Insert name and title of the designated person(s))

(If more than one person are designated, indicate whether they are to sign individually, any two jointly or otherwise)

is/are hereby authorized, for and on behalf of this the Legal Entity to:

- a. Open and close the account.
b. Sign any and all checks, drafts or any other payment orders with respect to any funds at any time, to the credit of this the Legal Entity with said Bank and/or against any account of this Legal Entity at any time with the Bank, including any such checks, money orders or other orders in favor of any of the said officer(s)/member(s)/partner(s) (from hereon, "Officer(s)") and/or other person(s), and that the Bank be and hereby is authorized to pay and debit the same to any account then maintained with said Bank.
c. Endorse in name of this Legal Entity for the purpose of deposit and collection in and with the Bank any checks, drafts, notes and other like instruments. Endorse checks, promissory notes, invoices, certificates of deposit or other instruments owned or held by the Legal Entity.

The Bank is also hereby authorized to receive reconciliation(s) of account(s) of the Legal Entity, when signed by any of the aforementioned Officer(s) and/or other person(s) designated for that purpose.

Credits, Guarantees & Others

2. That

(Insert the name and title of the designated person(s))

(If two or more person(s) are designated, state whether they are to sign individually, jointly or otherwise).

is/are hereby authorized for and on behalf of the Legal Entity to:

- a. Borrow money, obtain credit and procure loans from the Bank for the Legal Entity under the terms, conditions and guarantees established by the Bank, and to execute and deliver promissory notes, orders for payment, acceptances, guarantee instruments, agreements and any other obligations satisfactory to the Bank for the payment and performance of any and all indebtedness incurred by the Legal Entity;
b. Discount and/or negotiate promissory notes, drafts and any other negotiable or commercial paper(s);
c. Grant guarantees, liens, pledge or assign and deliver, as guarantee for the money loaned or the credit obtained, stocks, bonds, instruments, items to be collected, accounts, mortgages, merchandise, and bills of lading, deposit receipts and other documents, insurance policies, certificates, and any other property of which now or hereinafter the Legal Entity is possessor or holder, to enter into refurbishment contracts, settling and paying such contracts on behalf of the Legal Entity;
d. Withdraw from the Bank and give receipt thereof, or authorize the Bank to deliver to the bearer or to one or more designated persons, any document, guarantee or other property held by it, whether held as collateral, for safekeeping or for any other purpose;
e. To enter into any other type of banking transactions with the Bank, at any time and in such manner, way and form as may be deemed necessary or convenient by those herein designated, including subscribing to products and/or services provided by the Bank or any of its authorized agents; and the Bank may act in all such transactions in consideration of and in reliance upon this Resolution, until it is notified with certified copy that by subsequent resolution of the Legal Entity's Board of Directors, administrative body or committee, that this Resolution has been modified or revoked;
f. To execute and deliver any and all additional documents, agreements, certificates, financial statements, reports, notices, Uniform Commercial Code financing statements, ratifications, confirmations, affidavits, and other instruments of any kind or nature (and take any and all necessary actions) necessary or advisable in connection with any and all indebtedness incurred by the Legal Entity.

FURTHER RESOLVED, that the Secretary/Manager of the Legal Entity shall certify to the Bank the names of the Legal Entity's current Officers, and shall immediately certify and notify any change made concerning said Officers or any authorized persons. The Bank shall be duly indemnified and held harmless by the Legal Entity from any claims, suits, expenses, losses, or damages resulting from, or arising out of accepting and honoring the signature of any Officer(s) or person(s) as certified; or from refusing to honor or accept any signature of any Officer(s) or person(s) not so certified by the Legal Entity or whose authorization has expired by virtue of a subsequent Certificate of Resolution or at the time in which the Bank is called to act.

FURTHER RESOLVED, that the foregoing Resolution shall remain in full force and effect until written notice of its amendment or repeal be duly served to the Bank, with certified copy of another, subsequent, resolution adopted by the designated Officers of the Legal Entity; and that receipt of such notice of amendment or repeal shall not affect any action taken by the Bank prior thereto. Any and all actions taken by any officer named herein on behalf of the Legal Entity and in the exercise of the authority and powers prior to the Bank having received this document are hereby ratified, adopted and confirmed by virtue of this Resolution.

FURTHER RESOLVED, that the Secretary/Manager of the Legal Entity be, and hereby is authorized and directed to notify the Bank with certified copy of this Resolution and that its provisions are in accordance with the Legal Entity's Articles of Incorporation, By-Laws, Operating Agreement or any similar document, and the regulations and laws under which the Legal Entity exists.

I FURTHER CERTIFY that there is no provision in the Legal Entity's Articles of Incorporation, By-Laws, Operating Agreement or any similar document, nor in the laws that govern it, limiting the power and authority of the Legal Entity's Board of Directors, administrative body or committee to adopt the foregoing Resolution and that the same is in accordance with said Articles of Incorporation, By-Laws, resolutions, Operating Agreement or any similar document and the laws under which the Legal Entity exists.

I FURTHER CERTIFY that the following are the Officer(s) of the Legal Entity designated in the abovereferenced Resolution, and that each is duly qualified and now acting as such:

Name

Title

IN WITNESS WHEREOF,

I have executed this document stating my name and affixed the seal of the Legal Entity, this

_____ day of

_____ of

CORPORATE SEAL¹

Secretary

(If the above Resolution confers authority upon the Secretary or other recording officer, please have the foregoing Certificate signed also by another executive officer of the Legal Entity).

¹ If applicable.