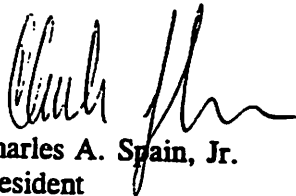


**REQUEST FOR INFORMAL ACTION
BY THE NAVA EXECUTIVE BOARD**

Pursuant to section 5.14 of the NAVA bylaws and section 108.45 of the Illinois General Not for Profit Corporation Act of 1986, I submit the following item to the executive board for action without a meeting:

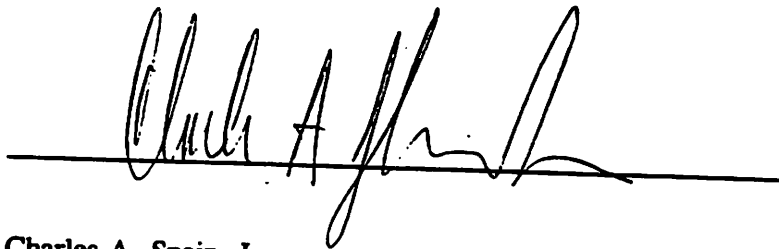
Adoption of the attached corporate resolution regarding depository/withdrawal authorization at NationsBank, N.A. (Kansas City, Missouri USA).

Respectfully submitted,



Charles A. Spain, Jr.
President
November 5, 1997

Approved:



Printed name:

Charles A. Spain, Jr.

Date:

5 Nov 97

Please complete and return to:

Ms. Barbara Herold
1733 1st St. S.W.
Rochester, Minnesota 55902-0324 USA

EXHIBIT A

NationsBank

Commercial Signature Card

ACCOUNT NUMBER(S)
000 012061904840

ABBREVIATED ACCOUNT NAME(S)
NORTH AMERICAN VEXILLOLOGICAL ASSOC

REVISION DATE: 102497

DATE OPENED: 102693

LEAD ACCOUNT #

TYPE OF OWNERSHIP:
Corporation

TYPE OF BUSINESS:

RESOLUTION DOCUMENTATION

ACCOUNT TITLE
NORTH AMERICAN VEXILLOLOGICAL ASSOC

BUSINESS PHONE NUMBER:

TAX ID # 362669817 TAX ID TYPE: B
BROKER:

I hereby consent to the sharing of information about my accounts with NationsBank affiliates.

ACCOUNT MAILING ADDRESS
C/O PETER ORENSKI
101 BELAIR DR
NEW MILFORD CT

BANKER INITIALS: CB4
BANKER NUMBER: 00766

067762441 US BANKING CENTER 001

NUMBER OF SIGNATURES REQUIRED: 1

BANK OFFICER RESPONSIBLE FOR OVERDRAFTS: CB4

2 if over US\$100.00

Important Tax Information	
Tax ID or Social Security Number:	<input checked="" type="checkbox"/> Certified <input type="checkbox"/> Pending <input type="checkbox"/> Exempt
Under penalties of perjury, I certify that:	
1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and	
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding.	
Certification Instructions: If you must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return.	
Signature: <u>[Signature]</u>	Date: <u>4 Nov 97</u>
Signature of Person Who the IRS Uses	

By signing this signature card, I agree to be bound by the service charges and account fees and rules in effect at the bank from time to time concerning this account. NationsBank is authorized to make inquiries, credit or otherwise, necessary to process the account. All transactions on any accounts now or hereafter existing with NationsBank shall be governed by the rules and regulations in effect from time to time which govern accounts of this type.

If Resolution is already on file and individual signers are the same as on other accounts, just print or type names. Do not need to obtain signatures again. However, if adding or deleting signers from an account, use form NA-024 and file with this document. Secretary, Sole Proprietor, Member/Manager or Partners must sign.

Individual Has
Authority to
Execute
Agreements
on Behalf of Co.

Authorized Signers

Print/Type Name Below

Signature Below

① PETER J ORENSKI

① X [Signature]

Yes No
☒ ☐

②

② CHARLES A SPAIN DR

Sample Facsimile (if applicable)

② X [Signature]

Yes No
☒ ☐

③

③ DAVID S BREITENBACH

Sample Facsimile (if applicable)

③ X [Signature]

Yes No
☒ ☐

④

⑤

Sample Facsimile (if applicable)

⑤ [Signature]

Yes No
☐ ☐

⑥

Sample Facsimile (if applicable)

Resolution

Name of Business North American Vexillological Association (the "Business")

The individual(s) signing the reverse hereby certify to NationsBank, N.A. (the "Business") that the Business is (check one):

- ☐ an unincorporated entity owned entirely by the individual signing the reverse.
- ☐ a duly formed and validly existing ☐ general or ☐ limited partnership organized under the laws of the state of _____ consisting of the individual(s) signing the reverse as the sole general partners.
- If husband/wife partnership we further certify that we ☐ are ☐ are not parties to a written partnership agreement.
- ☒ a corporation duly organized and in good standing under the laws of the state of Illinois and that the individual(s) signing the reverse is the officer responsible for preparing and authenticating corporate records and keeping the corporate seal (if any).
- ☐ an unincorporated association and the individual signing the reverse is the keeper of the records and seal (if any).
- ☐ a limited liability company organized and in good standing under the laws of the state of _____ and that the individual(s) signing the reverse are the member(s)/manager(s) under the ☐ oral ☐ written operating agreement of this limited liability company.

and that the following is a true and correct copy of the resolutions adopted by the Business on December 8, 1997 and that such resolution is now in full force and effect.



Depository/Withdrawal Authorization

Be it resolved that NationsBank be designated a depository in which the funds of the Business may be deposited and/or withdrawn by any of the persons listed on the reverse in the manner so designated. Each person so listed is authorized to indorse for collection, deposit, or negotiation any and all checks, drafts, notes, bills of exchange, certificates of deposit, and orders for the payment or transfer of money between accounts at NationsBank and other Banks, either belonging to or coming into the possession of the Business. Indorsements "for deposit" may be written or stamped. Each person so listed is authorized to sign any and all checks, drafts, and orders drawn against any accounts of the Business (including saving accounts) with NationsBank. NationsBank is authorized to honor and pay all checks, drafts, and orders when so signed or indorsed, including those drawn or indorsed to the individual order of any such person so listed.



Controlled Disbursement

Be it resolved that items delivered to _____

Disbursement Bank Name _____

("Bank") for collection or deposit shall be subject to the terms and conditions of the Uniform Commercial Code of the state in which Bank is located and funds of the business held by or on deposit with the Bank shall be subject to withdrawal or payment by Bank without further inquiry on the signatures of the persons indicated on the reverse.



Signing Authorization

Be it resolved that any of the persons indicated on the reverse is authorized to sign and implement for and in the name and on behalf of this entity, as they, or any of them may see fit, the terms of all agreements, instruments, drafts, certificates, or other documents relating to any depository accounts or other business of the entity including, but not limited to:

☐ Payroll Agreement

☐ Repurchase Agreement

☐ Night Depository Agreement

☐ Funds Transfer Agreement

☐ Safe Deposit Authorization

☐ Other _____



Facsimile Signature Authorization

Be it resolved that NationsBank is authorized and directed to honor checks, drafts, and orders for the payment of money drawn on any of the accounts listed above including those drawn to the individual order of any person when the check, draft, or order bears or purports to bear the facsimile signature as shown on the reverse. NationsBank shall be indemnified and held harmless against any forgery, or unauthorized use or misuse of the facsimile-signing devices.

Be it further resolved that the (check one):



(if a corporation or unincorporated association) secretary or assistant secretary



(if a sole proprietorship) the sole owner/proprietor



(if a partnership) any partner



(if a limited liability company) Any Member or Manager



The following member(s)/manager(s) _____

is authorized to certify to NationsBank the name, titles, and specimen signature with respect to any additions or deletions of persons authorized to carry out the purposes and intent of these resolutions and that this resolution shall remain in full force and effect until express written notice of rescission or modification is received by NationsBank. If the authority contained herein should be revoked or terminated by operation of law without such notice, it is resolved that NationsBank shall be indemnified and saved harmless from any and all losses suffered or liabilities incurred by it in so acting after such revocation or termination without notice.

In Witness Whereof, the undersigned has hereunto subscribed his name and affixed the seal (if any) of the Business this 8TH day of DECEMBER, 19 97.

For a Corporation or Unincorporated Association

Barbara Harris
Secretary

or person authorized to authenticate corporate records

(Seal) (Imprint seal here, if any)

For a Sole Proprietor

[Signature]
Sole Owner/Proprietor

For a Partnership: All Partners Must Sign

Partner _____

Partner _____

Partner _____

Partner _____

Partner _____

For Limited Liability Company: All Members/Managers must sign

Member/Manager _____

Member/Manager _____

Member/Manager _____