

RESOLUTION OF ASSOCIATION OR ORGANIZATION

for Wintrust Financial Corporation and its affiliates, including Barrington Bank & Trust; Beverly Bank & Trust; Crystal Lake Bank & Trust; Hinsdale Bank & Trust; Lake Forest Bank & Trust; Libertyville Bank & Trust; Northbrook Bank & Trust; Old Plank Trail Community Bank; St Charles Bank & Trust; Schaumburg Bank & Trust; State Bank of the Lakes; Town Bank; Village Bank & Trust; Wheaton Bank & Trust; Wintrust Bank.

DATE:

TO: NAME / ADDRESS OF FINANCIAL INSTITUTION ("Financial Institution")	FROM: NAME / ADDRESS OF ASSOCIATION OR ORGANIZATION ("Organization")
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Use this *Resolution Of Association Or Organization* to Open Account(s), to Deposit and Withdraw Funds, and to Open and Have Access to Safe Deposit Boxes, as well as sign Agreements on behalf of the Association or Organization for ATM or Debit Cards, Night Depository services, Lock Box services, and Cash Management.

Words, numbers or phrases preceded by a are applicable only when marked, i.e., .

THIS IS TO CERTIFY THAT, I am the duly elected and qualified Secretary Clerk and keeper of the records of the above-named Organization and that the following is a true copy of this Resolution duly adopted by the officers of said Organization at a meeting held on the _____ day of _____, at which a quorum was present, and that such Resolution is still in full force and effect and has not been amended or rescinded.

This is a For Profit Nonprofit Organization.

IT IS RESOLVED THAT:

Pursuant to authority contained in the By-Laws of the Organization, the said officers of the Organization have duly designated Financial Institution as a depository of the funds of the Organization. By virtue of said election, the By-Laws and the afore-said designation, the following described officers, and designated parties or agents, if any, referred to below as "Authorized Signer" or "Authorized Signers" and whose names and signatures appear below, are authorized for and on behalf of the Organization to have the following indicated powers as contained in this Resolution:

DEPOSITORY ACCOUNT. Perform the following for the account(s) indicated on Page 2, in the name of the Organization, Authorized Signers
subject to any terms and conditions governing the account(s), such as:

1. Open and maintain the account(s); _____
2. Make deposits to the account(s); _____
3. Endorse for negotiation, negotiate, and receive the proceeds of any negotiable instrument, check, draft, or order for the payment of money payable to or belonging to the Organization by writing, stamp, or other means permitted by this Resolution without the designation of the person endorsing; _____
4. Make withdrawals from the account(s) in any manner permitted by the account(s); _____
5. Transfer funds from the account(s) in Financial Institution to any account whether or not held at this Financial Institution and whether or not held by this Organization; _____
6. Transfer funds to the account(s) in Financial Institution from any account whether or not held at this Financial Institution and whether or not held by this Organization; _____
7. Approve, endorse, guarantee, and identify the endorsement of any payee or any endorser of any negotiable instrument, check, draft or order for the payment of money whether drawn by the Organization or anyone else and guarantee the payment of any negotiable instrument, check, draft, or order for the payment of money; and _____
8. Delegate to others the authority to approve, endorse, guarantee, and identify the endorsement of any payee or endorser on any negotiable instrument, check, draft, or order for the payment of money and to guarantee the payment of any such negotiable instrument, check, draft, or order for the payment of money. _____
9. All of the above. _____

SAFE DEPOSIT BOX. Lease a Safe Deposit Box(es) with Financial Institution, make inspections of, deposits to and removals from Box(es), and exercise all rights and be subject to all responsibilities under the Lease. _____

NIGHT DEPOSITORY. Enter into a Night Depository Agreement with Financial Institution and exercise all rights and be subject to all responsibilities under the Agreement. _____

DEBIT CARD/ATM CARD. Apply for, receive and utilize debit cards, automated teller machine cards, or other access devices to exercise those powers authorized by this Resolution or other Resolutions then in effect. _____

TREASURY MANAGEMENT. Enter into a Treasury Management Agreement with Financial Institution, and exercise all rights and be subject to all responsibilities under the Agreement. _____

OTHER AUTHORITY- describe: _____

Further, this Resolution continues on Page 2 of this document, and all of the power and authority granted are incorporated in this Resolution.

RESOLUTION APPLIES TO (check all that apply): ALL ACCOUNTS SAFE DEPOSIT BOX NUMBER(S):
 ALL FUTURE ACCOUNTS SPECIFIC ACCOUNTS - NUMBER(S):

NAME AND TITLE	SIGNATURE	LIMITATIONS
1.	X	COUNTERSIGNERS:
2.	X	COUNTERSIGNERS:
3.	X	COUNTERSIGNERS:
4.	X	COUNTERSIGNERS:
5.	X	COUNTERSIGNERS:
6.	X	COUNTERSIGNERS:
7.	X	COUNTERSIGNERS:
8.	X	COUNTERSIGNERS:

SIGNATURE CERTIFICATION. The undersigned certifies that he/she is the Secretary/Clerk and keeper of the above-named Organization's official records, and is duly authorized to make this certification on its behalf.

By X _____ Attest By X _____
Secretary/Clerk Date President Date

IT IS FURTHER RESOLVED AS FOLLOWS, the Secretary/Clerk of this Organization certifies to the Financial Institution that:

- The Secretary/Clerk and keeper of the records of this Organization shall certify to the Financial Institution the names of the persons who are at present authorized to act on behalf of this Organization under this Resolution and shall from time to time hereafter, as changes in the personnel of said officers are made, immediately certify such changes to the Financial Institution. The Financial Institution shall be fully protected in relying on such certifications of the Secretary/Clerk and shall be indemnified and held harmless from any claims, demands, expenses, loss or damage resulting from, or growing out of, honoring the signature of any officer so certified, or refusing to honor any signature not so certified;
- Unless specifically designated, each of the Authorized Signers whose signature appears above may sign without the other(s);
- As used herein, any pronouns relative to the signers for the Organization shall include the masculine, feminine, and neutral gender, and the singular and plural number, wherever the context so admits or requires;
- All items deposited with prior endorsements are guaranteed by the Organization;
- All items not clearly endorsed by the Organization may be returned to the Organization by the Financial Institution or, alternatively, the Financial Institution is granted a power of attorney in relation to any such item to endorse any such item on behalf of the Organization in order to facilitate collection;
- Financial Institution shall have no liability for any delay in the presentment or return of any negotiable instrument or other order for the payment of money, that is not properly endorsed;
- Financial Institution is directed and authorized to act upon and honor any withdrawal or transfer instructions issued and to honor, pay and charge to any depository account or accounts of the Organization, all checks or orders for the payment of money so drawn when signed consistent with this Resolution without inquiring as to the disposition of the proceeds or the circumstances surrounding the issuance of the check or the order for the payment of the money involved, whether such checks or orders for the payment of money are payable to the order of, or endorsed or negotiated by any one or more of the Authorized Signers signing them or such party in their individual capacities or not, and whether they are deposited to the individual credit of or tendered in payment of the individual obligation of any one or more of the Authorized Signers signing them or of any other such party or not;
- All transactions by any of the officers, employees or agents of the Organization on its behalf, and in its name, with the Financial Institution prior to the delivery to the Financial Institution of a certified copy of the foregoing Resolution are, in all respects, hereby ratified, confirmed, approved and adopted; and
- Notwithstanding any modification or termination of the power of any Authorized Signer of the Organization, this Resolution shall remain in full force and bind the Organization and its legal representatives, successors, assignees, receivers, trustees or assigns until written notice to the contrary signed by, or on behalf of, the Organization shall have been received by the Financial Institution, and that receipt of such notice shall not affect any action taken by the Financial Institution prior to receipt of such notice in reliance on this Resolution.

Additional comments or instructions:

See attachment for additional instructions or comments. Attachment must be dated and properly authorized.