

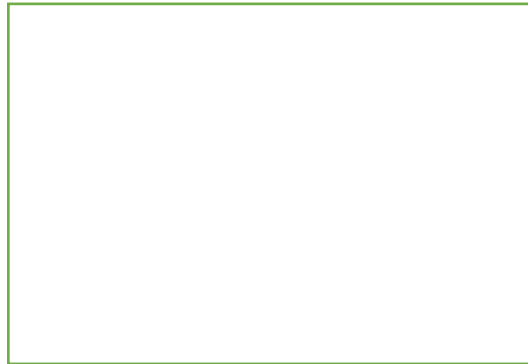
[CHARITY NAME]
Secretary's Certificate

In the name of and on behalf of the [CHARITY NAME] (the "Corporation") the undersigned, [NAME], Corporate Secretary of the Corporation, does hereby certify that:

1. He/she is the Corporate Secretary of the Corporation, familiar with the facts herein certified, and is duly authorized to certify to the same.
2. The Corporation is a not-for-profit corporation formed under the laws of the State of [STATE] and recognized by the Internal Revenue Service as a 501(c)(3) public charity.
3. Attached hereto as Annex A is a true, complete, and correct copy of the resolutions unanimously adopted by the Board of Directors of the Corporation at its meeting on [DATE], a quorum of its members being present, authorizing the actions contemplated therein (the "Resolutions"). The Resolutions have not been altered, amended, or superseded and remain in full force and effect as of the date signed below.
4. Attached hereto as Annex B is an incumbency certificate.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate for and on behalf of the Corporation as of [DATE].

[NAME]
Corporate Secretary



Corporate Seal

[CHARITY NAME]
Board Resolutions

WHEREAS, from time to time, the [CHARITY NAME], a [STATE] not-for-profit corporation (the “**Corporation**”), is named as a beneficiary under a will, a trust or other testamentary disposition; and

WHEREAS, from time to time, the Corporation receives gifts, contributions, or bequests of various types of assets, including but not limited to securities; real property; tangible personal property; royalty interests; mineral, oil, and gas interests; interests in notes and mortgages; partnership interests; and unclaimed property in the possession of a governmental unit; and

WHEREAS, it is desirable and in the best interests of the Corporation that the appropriate officers of the Corporation be authorized to (a) receive such legacies, devises, gifts, contributions, and bequests on behalf of the Corporation, (b) enforce the Corporation’s interests therein, and (c) manage, liquidate, or otherwise deal with such assets.

NOW, THEREFORE, BE IT RESOLVED, that each of the Chief Administrative Officer, Chief Financial Officer, General Counsel, Controller, Assistant Controller, Corporate Treasurer, Vice President of Estate Settlement, Senior Bequest Administrator and any Bequest Administrator of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to receive any legacy, devise, gift, contribution or bequest of real property or tangible or intangible personal property, and to give full receipt therefor or to enter into any settlement or release relating thereto; and to approve the account of any legal representative or trustee, and to enter into any settlement or release relating thereto, in each case in accordance with the policies and procedures of the Corporation in effect from time to time.

RESOLVED FURTHER, that each of the Chief Administrative Officer, Chief Financial Officer, General Counsel, Controller, Assistant Controller, Corporate Treasurer, Vice President of Estate Settlement and Senior Bequest Administrator of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to do any of the following in accordance with the policies and procedures of the Corporation in effect from time to time:

- assert, defend, compromise, acquire or dispose of, or otherwise deal with, any claim arising out of the estate of a deceased or an incompetent person or any trust; to institute, prosecute, defend, compromise or otherwise dispose of, and to authorize an appearance in any proceedings of law or equity, or otherwise, before any tribunal for the enforcement or for the defense of, any such claim; to retain, discharge and substitute counsel for the Corporation in any such action or proceeding or any transaction relating to such activities;
- make, execute, and deliver, or receive or obtain any lease, indenture of lease or contract for lease of any real property or interest therein devised or given to the Corporation via a testamentary disposition, and to amend, extend, modify, or cancel any such lease, indenture of lease or contract for lease;
- manage, liquidate, or otherwise deal with assets of tangible personal property received by the Corporation as a gift, contribution or bequest;

- manage, liquidate, lease, assign or otherwise deal with such assets, or rights to assets, relating to royalty interests; mineral, oil, and gas interests; interests in notes and mortgages; and partnership interests; and
- apply for, receive, and receipt for any funds categorized as unclaimed property by various government entities, no matter the original source of such property.

RESOLVED FURTHER, that any two of the Chief Financial Officer, Controller, Corporate Treasurer, Vice President of Estate Settlement, and any Bequest Administrator of the Corporation, be, and hereby are, authorized in the name and on behalf of the Corporation to:

- authorize and open any account with a financial institution (or other entity) that is required to transfer assets from a decedent's account at that institution to the Corporation and provide instructions to such institution regarding the management and termination of such account;
- sell, assign, and transfer all or any stock, rights, warrants, bonds and/or other securities registered in the name of the Corporation and received by the Corporation from a testamentary source as a contribution, gift, or bequest; and
- sell at public or private sale, for cash or upon credit, any real property received as a testamentary or probate disposition or to execute and deliver any deed to the same with or without covenants or warranties; and to enter into an agreement to partition such real property or interests in real property; and then report any such distributions as required.

**[CHARITY NAME]
Certificate of Incumbency**

I, [NAME], the undersigned Corporate Secretary of the American Heart Association, Inc., a [STATE] not-for-profit corporation (the "Corporation"), do hereby certify that the persons listed below are authorized representatives of the Corporation (the "Authorized Representatives") for purposes of execution and delivery of agreements, instruments and notes in connection with bequest administration matters of the Corporation as authorized by the resolutions of the Board of Directors of the Corporation dated [DATE] and included in the Secretary's Certificate of which this Certificate of Incumbency is also a part. The Authorized Representatives hold the offices of the Corporation set forth opposite their names and the specimen of the signatures set forth below are their genuine signatures.

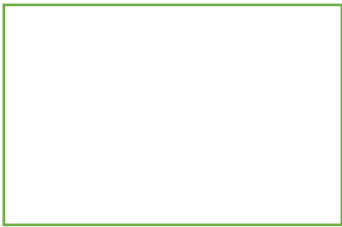
<u>Name</u>	<u>Title</u>	<u>Signature</u>
Name	Chief Financial Officer	_____
Name	General Counsel	_____
Name	Corporate Treasurer	_____
Name	Vice President of Estate Settlement	_____
Name	Bequest Administrator	_____

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incumbency for and on behalf of the Corporation as of [DATE].

[NAME]
Corporate Secretary

I, [NAME], General Counsel, for and on behalf of the Corporation, do hereby certify that [NAME] is the fully elected, qualified and acting Corporate Secretary of the Corporation and that the signature set forth above is his/her genuine signature.

[NAME]
General Counsel



Corporate Seal