

KIPP Nashville

Board Meeting | 3:00 p.m. – 3:05 p.m. Virtual

June 3, 2022

Board Members Present:

Name	Present/ Absent	Name	Present/ Absent
Elizabeth Dennis	Present	William Seibels	Present
Cynthia Arnholt	Absent	Will Ed Settle	Present
Jim Flautt	Present	Jeff McGruder	Absent
Camiqueka Fuller	Present	Karl Dean	Absent
Drew Goddard	Absent	Beth Harwell	Absent
Tom Wylly	Present	Chris Barbic	Absent
Rick Martin	Present	Ed Littlejohn	Present

Staff Members Present: Randy Dowell

Guests: N/A

**Board meeting
called to order:**

3:00 p.m.

Agenda Item	Motions	Vote
Bank Signers	<ul style="list-style-type: none">The board resolves to update our bank’s Corporate Authorization Resolution document to make Adrianna Clemons, Cord Cobb, and Randy Dowell the authorized signers on our bank account	Motion: Jim Flautt 2 nd : Elizabeth Dennis Vote: All in favor
Interim Board Secretary	<ul style="list-style-type: none">The board resolves to make Will Ed Settle acting Board Secretary for the purpose of signing Pinnacle’s Corporate Authorization Resolution	Motion: Jim Flautt 2 nd : Rick Martin Vote: All in favor

Adjourned:

3:05 p.m.

Corporate Authorization Resolution

Pinnacle Bank
 Gallatin Office (TN)
 1534 Noah Lane
 Gallatin, TN 37066-0000

By: Kipp Nashville
 3410 Knight Dr
 Nashville, TN 37207

Referred to in this document as "Financial Institution"

Referred to in this document as "Corporation"

I, Drew Goddard, certify that I am Secretary (clerk) of the above named corporation organized under the laws of Tennessee, Federal Employer I.D. Number _____, engaged in business under the trade name of Kipp Nashville, and that the resolutions on this document are a correct copy of the resolutions adopted at a meeting of the Board of Directors of the Corporation duly and properly called and held on (date). These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

Agents. Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Name and Title or Position	Signature	Facsimile Signature <i>(if used)</i>
A. Randy Dowell, Executive Director, Signer	X	X
B. Cordarrell A Cobb, Authorized Signer	X	X
C. Adrianna Clemons, COO, Signer	X	X
D.	X	X
E.	X	X
F.	X	X

Powers Granted. (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power. Following each power indicate the number of Agent signatures required to exercise the power.)

Indicate A, B, C,
D, E, and/or F

Description of Power

Indicate number
of signatures
required

_____ (1) Exercise all of the powers listed in this resolution.

A B C _____ (2) Open any deposit or share account(s) in the name of the
Corporation.

2-\$10,000 over

AB C _____ (3) Endorse checks and orders for the payment of money or otherwise
withdraw or transfer funds on deposit with this Financial
Institution.

2-\$10,000 over

- _____ (4) Borrow money on behalf and in the name of the Corporation, sign, execute and deliver promissory notes or other evidences of indebtedness.
- _____ (5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by the Corporation as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment.
- _____ (6) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box in this Financial Institution.
- (7) Other: _____

Limitations on Powers. The following are the Corporation's express limitations on the powers granted under this resolution.

Resolutions

The Corporation named on this resolution resolves that,

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated in this resolution, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and

verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Effect on Previous Resolutions. This resolution supersedes resolution dated _____ prior to today _____. If not completed, all resolutions remain in effect.

Certification of Authority

I further certify that the Board of Directors of the Corporation has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions stated above and to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

If checked, the Corporation is a non-profit corporation.

In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Corporation on
05/24/2022 (date).

Secretary
Drew Goddard

(j) _____
Attest by One Other Officer
Randy Dowell

For Financial Institution Use Only

Acknowledged and received on 05/24/202

TSIMPSON
(date) by _____ (initials)

This resolution is superseded by resolution

dated