



Account Number \_\_\_\_\_

FA/Rep ID \_\_\_\_\_ Alternate Branch \_\_\_\_\_

**CERTIFICATION OF INVESTMENT POWERS**

CORPORATE/LIMITED LIABILITY COMPANY/PARTNERSHIP

FAMILY LIMITED PARTNERSHIP/SOLE PROPRIETORSHIP ACCOUNTS

**CLIENT INFORMATION**

Name and Address

**CLIENT CERTIFICATION**

In consideration of RBC Capital Markets, LLC ("RBC CM") agreeing to open and maintain an account for the Corporation/Limited Liability Company/Partnership/Family Limited Partnership/Sole Proprietorship (the "Entity") named above, I or we, the undersigned Officer(s), Manager(s), Partner(s) and/or Sole Proprietor (collectively, the "Authorized Party" or "Authorized Parties"), as applicable, certify as follows:

1. The Entity was incorporated or organized in the state/country of \_\_\_\_\_ in \_\_\_\_\_ (year).
2. **Distributions, Investments and RBC Express Credit (margin) or Other Credit Transactions.** We certify that we have full authority to:
  - a. Make distributions/transfers from the account.
  - b. Enter into transactions to trade, buy, sell, convey, pledge, mortgage, lease, transfer title or otherwise acquire or dispose of any interest in real or personal property including, without limitation, *stocks, bonds, notes, warrants and other securities, and annuities, futures, currencies and commodities*, **EXCEPT** as limited by the following: \_\_\_\_\_.
  - c. Engage in the following borrowing and other credit transactions (check all that apply):
    - RBC Express Credit (margin) transactions, including the granting of a security interest in favor of RBC CM in the assets of the account.
    - Pledge or subject to a security interest in favor of RBC CM or third parties any of the property of the Entity as security for any liability of the Entity or third parties.
    - Option transactions: (check all that apply)
      - Covered Call Writing/Protective Put Purchasing
      - Cash Backed Put Writing
      - Purchasing Puts/Calls
      - Spreads
      - Naked Call/Put Writing & Writing Combinations/Straddles
      - Other \_\_\_\_\_
3. **Single Authorized Party's Ability to Bind the Entity.** We represent and warrant that:
  - a. Any one of the Authorized Parties who signs below may independently exercise any of the Entity's powers, including the power to take the actions set forth in Item No. 2.
  - b. Any one Authorized Party may individually act on behalf of, and bind the Entity, as well as execute any documents on behalf of the Entity that RBC CM requires, including an agreement to arbitrate all disputes concerning the Entity accounts.
4. We, the Authorized Parties jointly and severally, and on behalf of the Entity named above, agree to indemnify, and agree that the Entity shall indemnify RBC CM and hold RBC CM harmless from any liability for effecting transactions of the type specified above, if RBC CM acts pursuant to instructions given by any of the Authorized Parties listed under Item No. 7.
5. We agree to inform RBC CM in writing of any amendment to the relevant investment authorization resolution or other authorization by the Entity, any changes in the composition of the Authorized Parties named below, or any other event which could materially alter the certifications made herein.
6. This Certification of Investment Powers shall not be deemed to be, or construed as, an amendment or modification to any agreement(s) between RBC CM and the account owner(s) named above.



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**CLIENT CERTIFICATION CONTINUED**

7. **Authorized Parties with Investment Authority.** We hereby certify that the undersigned are all of the Authorized Parties entitled to make investment decisions on behalf of the Entity and that such authority has been granted by resolution or other required Entity action duly adopted by the governing body of the Entity. We further certify that the authority conferred to the Authorized Parties hereunder is not inconsistent with the Charter, By-Laws or other governing documents of the Entity, that the statements contained in this Certification of Investment Powers are true and correct, and there are no other provisions in relevant resolutions or amendments to it that limit the powers of the Authorized Parties to sell, convey, pledge, mortgage, lease, or transfer title to or interests in real personal property including, without limitation, *stocks, bonds, notes, warrants and other securities*, as indicated under Item No. 2b and c.

**INTERNET GAMBLING ATTESTATION (REQUIRED FOR ALL ENTITY ACCOUNTS)**

If I am signing on behalf of an entity, I represent that neither the entity nor any entity controlling, controlled by or under common control with the entity is engaged in an Internet Gambling Business. For purposes of this representation, "Internet Gambling Business" shall mean the business of placing, receiving or otherwise knowingly transmitting a bet or wager by any means which involves the use, at least in part, of the Internet.

**SIGNATURES**

Authorized Party Signature	Date	Authorized Party Signature	Date
Print Name from Signature Above		Print Name from Signature Above	
Authorized Party Signature	Date	Authorized Party Signature	Date
Print Name from Signature Above		Print Name from Signature Above	
Authorized Party Signature	Date	Authorized Party Signature	Date
Print Name from Signature Above		Print Name from Signature Above	

**(All officers with investment authority must sign. Attach extra page if necessary.)**

**SECRETARY CERTIFICATION (REQUIRED IF ENTITY IS A CORPORATION)**

I hereby certify that I am the duly appointed Secretary or Assistant Secretary of the Entity and that the Board of Directors of the Entity has granted the Authorized Parties listed above the authority to, on behalf of the Entity, purchase, invest in, acquire, sell, assign, transfer, or otherwise dispose of any and all types and kinds of securities including but not limited to stocks, bonds, debentures, notes, rights, options, warrants, certificates of every kind and nature whatsoever; and to enter into agreements, contracts, and arrangements with respect to such security transactions, and to execute, sign or endorse on behalf of the Entity such agreements and to affix the corporate seal on same.

I further certify that the authority thereby conferred is not inconsistent with the Charter or Bylaws of the Entity and that the Authorized Parties listed above are officers of the Entity as of the present date.

In Witness whereof, I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.  
(month) (year)

Signature of Secretary/Assistant Secretary	Date	Print Name of Secretary/Assistant Secretary
Financial Advisor Signature	Date	Approved by: Branch Director/Assistant Complex Manager Date