

RESOLUTION OF THE BOARD OF DIRECTORS OF

**[NAME]
(the "Corporation")**

FOR THE PURPOSE OF IMPLEMENTING AN EMPLOYEE BENEFIT PLAN

- 1. BE IT AND IT IS HEREBY RESOLVED** that as of [date] the Corporation will provide a benefit plan for its employees in accordance with the plan specifications attached hereto (the "Plan");
- 2. AND BE IT FURTHER RESOLVED** that Vital Health Savings Plan be engaged as the Plan Administrator on an Administrative Services Only basis, in accordance with the form of contract attached hereto;
- 3. AND BE IT FURTHER RESOLVED** that the President or such other officer or employee of the Corporation authorized in writing by the President (the "Authorized Person") shall have the authority to sign the Plan Agreement and any other documentation necessary or desirable to give effect to the Plan, and that such Authorized Person will have management responsibility for the Plan on an ongoing basis.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution passed by the Board of Directors of the Corporation at a meeting duly called and held on [date]; or in the alternative, adopted by means of an instrument in writing signed by all of the Directors of the Corporation.

Secretary

Date