



CERTIFICATE OF RESOLUTIONS OF AN ORGANIZATION FOR TREASURY MANAGEMENT SERVICES

ADOPTED BY THE GOVERNING BODY OF THE ORGANIZATION

Effective as of: October 30, 2014

TO: RENASANT BANK ("Bank")

Identification of Organization:

The Organization submitting this Certificate of Resolutions for Treasury Management Services is: Tupelo Public School District

Additional Information on the Organization (the "Organization") is set forth below:

Legal Name: Tupelo Public School District
Trade Name (if any): Tupelo Public School District
Type of Organization: [] Corporation, [] General Partnership, [] Limited Partnership, [] Limited Liability Company, [] Sole Proprietorship, [] Unincorporated Religious Society, [] Unincorporated Association, [x] Other Local Educational Agency
Governing Body: [] Board of Directors, [] Partners, [] General Partner, [] Members and/or Managers, [] Owner, [] Board of Trustees, Deacons or Elders, [] Board of Directors or [] Board of Trustees
Address: Post Office Box 557, Tupelo, Mississippi 38802
State of Registration: Mississippi
Federal Tax ID: 64-6001141

WHEREAS, the Organization has designated Bank as a depository of the Organization and one or more deposit accounts have been opened by the Organization with Bank. The deposit accounts covered by these Resolutions (individually or collectively, the "Deposit Accounts") are the accounts identified below as selected by the Organization (choose one):

[x] All Accounts. By making this selection, Organization intends for the authority granted in these Resolutions to be applicable to all deposit accounts presently or hereafter maintained by Organization at Bank.

[] Specific Accounts. By making this selection, Organization intends for the authority granted in these Resolutions to be applicable only to the deposit accounts identified below.

WHEREAS, Organization wishes to use certain treasury management services and products offered by Bank; and,

WHEREAS, the Organization desires to designate certain Account Agents who will each have authority on behalf of the Organization to execute treasury management and other agreements, relating to Deposit Accounts with the Bank; to otherwise initiate transactions or instructions using security procedures applicable to any Bank treasury management service used by the Organization; to designate additional Account Agents on behalf of the Organization; and to execute agreements and authorizations granting access to other entities or persons and their designated agents with respect to the Deposit Accounts and loan accounts of Organization via internet banking and other treasury management services.

NOW THEREFORE,

The certifying representative(s) of the Organization do hereby certify that the following resolutions were unanimously adopted, approved, and confirmed by the Organization at a meeting of its Governing Body, which was duly noticed and attended by a quorum of such persons, or conducted pursuant to a waiver of notice and unanimous consent to action in lieu thereof:

DESIGNATION OF ACCOUNT AGENTS

RESOLVED, that, notwithstanding any other resolution or agreement requiring two or more signatures to withdraw or transfer funds from any of the Deposit Accounts, the Organization desires to designate certain person(s) (individually an "**Account Agent**" and collectively "**Account Agents**") who are authorized and vested with full authority to act for and on behalf of the Organization with respect to all matters set forth herein. The Account Agents are identified below as selected by the Organization (choose one):

- Any person now or hereafter named as an agent for the Organization in a resolution adopted with respect to a particular Deposit Account, who has authority under such resolution to endorse checks and orders for the payment of money or otherwise withdrawal or transfer funds on deposit with Bank (either alone or in conjunction with other persons), shall be designated as an Account Agent with respect to such Deposit Account with full authority as set forth herein.
- The individuals identified below shall be designated as an Account Agent with full authority as set forth herein as to any and all of the Deposit Accounts.

Name	Title	Specimen Signature
Linda Pannell	Finance Director	
		Gearl Loden, Ph.D. Superintendent

AUTHORIZATION AS TO AGREEMENTS AND TRANSACTIONS RELATED TO THE DEPOSIT ACCOUNTS

RESOLVED, (a) that the Organization is authorized from time to time to enter into operating, treasury management, funds transfer, night depository, lockbox, safe deposit box, and other bank services relating to the Deposit Accounts (including also, without limitation, wire transfer,

internet banking, positive pay, ACH origination, and remote capture), any such bank service being referenced herein as a "Bank Service" or collectively as "Bank Services". (b) that any one of the Account Agents is hereby authorized to execute, amend, supplement, and deliver to the Bank agreements on behalf of the Organization related to the Bank Services (each a "Service Agreement" or collectively "Service Agreements") upon such terms and conditions as that person may deem appropriate, including, without limitation, such waivers and indemnities as may be requested by Bank, (c) that any one of the Account Agents is hereby authorized to appoint and delegate, from time to time, persons or other entities who may act on behalf of the Organization pursuant to such Service Agreements irrespective of whether any such person or entity is an agent for such Organization in a resolution adopted with respect to any of the Deposit Accounts; and (d) that any one of the Account Agents and any person or entity whom they may delegate or appoint may further initiate transactions or instructions using security procedures applicable to any such Bank Service.

RESOLVED, that regardless of the identity of the initiator, the initiation of a transaction or instructions using security procedures applicable to any Bank Service constitutes sufficient authorization for Bank to execute such transaction or instruction notwithstanding any particular designation by the Organization of authorized persons or signature requirements identified on any signature card or other documents relating to the particular Deposit Account, and that the submission of transactions and instructions using such security procedures shall be considered the written signature of any authorized agent of the Organization and the Organization shall be conclusively bound by any and all such transactions, regardless of whether the initiator of the transaction was in fact authorized to initiate the transaction.

AUTHORITY OF ACCOUNT AGENTS TO DESIGNATE ADDITIONAL AGENTS

RESOLVED, that any one of the Account Agents is hereby authorized to appoint, from time to time, additional person(s) who may act on behalf of this Organization as an Account Agent with respect to any of the Deposit Accounts on which such Account Agent is authorized, and upon such appointment, such individual shall be considered an Account Agent with respect to any such account and shall have the same authority that is granted herein to the designated Account Agents.

AUTHORITY OF ACCOUNT AGENTS TO GRANT ACCESS TO THIRD PARTIES WITH RESPECT TO DEPOSIT OR LOAN ACCOUNTS

WHEREAS, the Organization has from time to time established relationships with other organizations and entities which may or may not be affiliates by common ownership or control, as well as relationships with other persons who may act on behalf of the Organization, such as officers, directors, managers, members, accountants, attorneys, or other persons; and it is in the interest of and the Organization is hereby authorized to allow such other organizations, entities, or persons (any one of which will be referenced herein individually as a "**Third Party**" and collectively as "**Third Parties**") to have access to and initiate transactions with respect to any of the Deposit Accounts, as well as access to any loan accounts which the Organization presently or hereafter has with Bank, via internet banking or any other Bank Service.

RESOLVED, that the Organization hereby authorizes Bank to honor the instruction or authorization of any Account Agent: (1) to provide complete access by any Third Party to the Deposit Accounts and loan accounts of the Organization, and (2) to recognize, accept and effectuate all transactions initiated via any Bank Service by any Third Party with respect to the Deposit Accounts or loan accounts of the Organizations, all without further inquiry regarding: (a) the authority of the person(s) initiating the transaction(s), and (b) any aspect of the transaction(s) itself. Bank shall not otherwise be deemed to have any knowledge of the provisions of any agreement between the Organization and any Third Party respecting such banking or other matters, nor any of their respective duties or authority there under.

RESOLVED, that without limitation on the above authority, any one of the Account Agents is hereby further authorized to enter into and execute any linkage or authorization agreement or other documents authorizing Bank and its service providers to permit any Third Party to be linked to, have access to, or authority over any or all of the Deposit Accounts of the Organization via any Bank Service so that any such authorized or linked Third Party shall have

the capability of the following: (1) To access and view any information pertaining to any of the Deposit Accounts including, without limitation, the account or other identification number and any deposit, withdrawal, balance, fees, charges, or other debit or credit information related to such Deposit Accounts; (2) To transfer funds via any Bank Service among the Deposit Accounts or from the Deposit Accounts to the deposits accounts of any other person or entity (including without limitation, the accounts of any Third Party, and the accounts of person or entity that is linked to Third Party via a Bank Service), and to transfer funds from the Deposit Accounts to any person or entity via wire transfer or other means; (3) To deposit checks and items on behalf of the Organization via remote deposit capture or other Bank Services; and (4) To have access to and view any information pertaining to the loan accounts of the Organization including, without limitation, the identification number, interest rate, principal and interest balances, date and amount of loan advances, date and amount of any payments, and any other credits or debits related to any such loan accounts, and initiate any transactions on any such loan accounts including, without limitation, draw requests with respect to any such loan accounts.

RESOLVED, that in granting the foregoing authority, the Organization acknowledges and agrees (1) that a change in the authorized signers or users on any of the Deposit Accounts, any loan account, or any Bank Service; the death or disability of any such authorized signer or user; or any renewal, extension, amendment, or replacement of any of the Deposit Accounts, loan accounts or agreements for Bank Service shall have no effect on these Resolutions or the powers and authority authorized by any Account Agent; (2) that any administrator designated by any linked Third Party in connection with any such Bank Service has the authority to administer all aspects of the powers, authority and access authorized by the Account Agent including, without limitation, the authority to select and change from time to time the user names, passwords and other identification codes utilized by such Third Party, and the authority to determine and grant authority for other persons and entities to view or initiate any transactions with respect to the Deposit Accounts and/or loan accounts of the Organization, irrespective of whether such persons or entities are affiliated with the Organization; (3) that Bank and its service providers are entitled to act on the transactions received via a user name, password and other identification codes selected by any such Third Party or its Administrator and the use of such identification codes shall have the same effect as the signature of an authorized agent of the Organization and any such transactions will conclusively be presumed to have been performed with the authorization of the Organization; and (4) that the Organization will bear the risk and responsibility for all transactions initiated by or information obtained pursuant to the authority granted herein.

RESOLVED, that by delivery of these Resolutions, the Organization represents and warrants to Bank that it has fully advised the appropriate owners, directors, officers, and other personnel of the Organization regarding the authority granted to the Account Agents herein, including with respect to, among other things, terms and conditions relating to the Organization's rights and obligations with respect to the transactions initiated via the Bank Service and the Organization's obligations hereunder relating to such transactions and fully agrees to be bound by the terms hereof in respect of any Service Agreement entered into by the Account Agent with respect to its Deposit Accounts.

RESOLVED, that the Organization does hereby further (a) agree that Bank shall have no responsibility with respect to the application of funds pursuant to transactions authorized by Account Agents under these Resolutions, and Bank's obligations with respect to such funds and other matters shall be limited strictly and specifically by the agreements entered into by the Account Agent with respect to such Bank Services, and (b) agree to indemnify and save Bank, its officers, directors, employees, affiliates, agents, and service providers harmless from any damage, loss, injury, or claim, of any nature or amount, arising from the authority granted in these Resolutions or any breach or falsity of the certifications set forth herein.

MISCELLANEOUS RESOLUTIONS RELATED TO THESE RESOLUTIONS

RESOLVED, that (1) any and all acts authorized pursuant to these Resolutions and performed prior to the passage of these Resolutions are hereby ratified and approved; (2) any officer or partner of the Organization or any member or manager of the Governing Body of the Organization, as applicable, is authorized to certify these Resolutions and to provide written notice to the Bank in the event these Resolutions are hereafter modified or rescinded; (3) with the exception of the resolution(s) of the Organization which authorize the opening of the

Organization's Deposit Account(s) with Bank and designate the agents who are authorized to endorse checks and orders for the payment of money or otherwise withdrawal or transfer funds in such accounts, these resolutions shall supersede all resolutions of like tenor previously furnished to the Bank; and (4) these Resolutions will continue in full force and effect and shall remain irrevocable as far as the Bank is concerned until the Bank is notified in writing of their modification or rescission and has received and acknowledged same in writing by, which modification or rescission shall have prospective effect only and shall only be effective on the fifth (5th) day after such written acknowledgment by Bank, or such earlier time as Bank may effectuate such rescission or modification.

Each person who certifies to these resolutions on behalf of the Organization further certifies:

- (a) that he/she is a person authorized to make the certifications herein and that the foregoing is a complete and correct copy of the resolutions duly adopted by the Organization and affirmatively appearing in the permanent records of the Organization;
- (b) and that he or she is an authorized signatory on each of the Deposit Accounts of the Organization with Bank covered by these Resolutions;
- (c) that there is no provision within the articles of incorporation, the by-laws, the articles of organization, the operating agreement, the partnership agreement, or other governing document of the Organization, whichever of the foregoing instruments is applicable, that either restricts the passing of the foregoing Resolutions or prevents me from executing this certification, and that these acts were and are duly approved and authorized in conformity with the governing documents and applicable law;
- (d) that the foregoing resolutions (i) have not been modified, amended or rescinded, (ii) are in full force and effect, and (iii) are binding upon the Organization; and
- (e) that the Organization is duly organized, validly existing and in good standing under the laws governing its creation and existence, and is duly registered in all states in which it does business.

CERTIFICATION

IN WITNESS WHEREOF, I (we) have hereunto set my (our) hand and affixed the seal of the above named Organization and hereby certify to all matters set forth in the above identified Certificate of Resolutions for Treasury Management Services, as of the date set forth below.

By: _____	By: _____
Name: _____	Name: Joe Babb
Title: Board Member	Title: Board Secretary
Date: October 30, 2014	Date: October 30, 2014

For Bank Use Only:

Please see the Business Deposit Account Quick Reference Guide regarding who is authorized to sign above certification.