A Corporate Resolution is used to validate that the person(s) signing the contract with Nova is authorized to bind that entity into a contract with Nova.

 FREQUENTLY ASKED QUESTIONS

 Q- should the owner(s) or officer(s) on the application be the person(s) to sign the merchant agreement line on the legal page as well as in the body of corporate resolution?

A- Yes, the owner(s) or officer(s) on the application should be the same person signing the merchant agreement line on the legal page as well as in the body of the corporate resolution. If there are multiple owners or officers and one or more are not available to sign the contract then the one that is available should be on the application as well as signing the merchant line on the legal page and in the body of the corporate resolution. The witness line should be executed and should be a different person than is on the merchant agreement line/body of corporate resolution. See example of a properly executed corporate resolution.

Q-If the owner is 100% owner but is not signing the personal guarantee and there is no other owners or officers to witness the corporate resolution then what should be provided?

A-Either Articles of Inc or tax returns reflecting the owners name and % of ownership should be provided along with the legal page with the merchant line signed.

Q-Can a depository resolution be provided in lieu of the Nova corporate resolution?

A- No, but a borrowing resolution can be used or a resolution that the entity has internally as long as the language refers to a "borrowing contract" or binding of contracts. The person(s) signing the Nova legal page must be the same person(s) on the borrowing resolution or the internal company resolution.

Q-Does a non-profit entity (501c3) have to execute a corporate resolution?

A-If the personal guarantee is not being signed by an officer of the non-profit entity then a corporate resolution must be executed just as the same as any other corporate entity. If the minutes of the non profit's meeting is available that shows it was voted on to accept credit cards through Nova and the person authorized to take care of that is named in the minutes.

Invalid Corp Resolution

MERCHANT APPLICATION

Merchant DBA Name: **A B C Corporation**

Signature: X *Owner XYZ*	Printed Name: **Owner XYZ**	Title: **President** Date: **11/23/04**
Signature: X *Owner Smith*	Printed Name: **Owner Smith**	Title: **V President** Date: **11/23/04**

PERSONAL GUARANTY

Signature: X	Printed Name:	SSN#:	Date:
Signature: X	Printed Name:	SSN#:	Date:

CORPORATE RESOLUTION

I certify that I hold the office indicated below of Merchant and am the keeper of the records of that company, organized and existing under the laws of the state indicated below and that the following is a correct copy of certain resolutions adopted at a meeting of the board of directors/general partnership/manager or members of a limited liability company, as appropriate, in accordance with the by-laws or other governing document of the company held on the **23** day of **Nov** (month), **04** (year):

1. Resolved, that any one of the following officers of the company:

Signature: X *Owner XYZ*	Printed Name: **Owner XYZ**	Title: **President**
Signature: X *Owner Smith*	Printed Name: **Owner Smith**	Title: **V President**
Signature: X	Printed Name:	Title:

is authorized to:
A) execute on behalf of this company a Merchant Application and any agreements or other necessary documents including any amendments;
B) execute any document requested from time to time be executed in furtherance of the Merchant Application or relationship resulting therefrom;
C) perform all acts that may be necessary to carry out the intent of the Merchant Application and this Corporate Resolution.
2. Resolved, that the Merchant Application and the resulting relationship is ratified and approved;
3. Resolved, that the entities receiving this Merchant Application are authorized to rely upon this Corporate Resolution until advised in writing by a like certification of any changes and are authorized to rely on such changed certification.

Secretary / Officer / Non-Member Manager (LLC) / Member (LLC) / General Partner/Owner [circle one]		State in which Merchant is organized	
Signature: X	Printed Name:	Title:	Date:

SUBMITTED BY

To the best of my knowledge, I certify that the information provided in this Merchant Application was provided by the Merchant and is true, complete and accurate. I further certify that the signatures were provided by the Merchant's owner(s) or officer(s), as appropriate.

Sales Representative Signature: X	Printed Name:	Rep ID #:	Date:

FOR OFFICE USE ONLY

Accepted by NOVA Information Systems, Inc.:	Date:
Accepted by Member:	Date:

MPAALC102004

VALID CORP Resolution

MERCHANT APPLICATION

Merchant DBA Name: **ABC Corporation**

Signature: X **Owner XYZ**	Printed Name: **Owner XYZ**	Title: **President**	Date: **11/23/04**
Signature: X	Printed Name:	Title:	Date:

Signature: X	Printed Name:	SSN#:	Date:
Signature: X	Printed Name:	SSN#:	Date:

CORPORATE RESOLUTION

I certify that I hold the office indicated below of Merchant and am the keeper of the records of that company, organized and existing under the laws of the state indicated below and that the following is a correct copy of certain resolutions adopted at a meeting of the board of directors/general partnership/manager or members of a limited liability company, as appropriate, in accordance with the by-laws or other governing document of the company held on the **23** day of **NOV** (month), **04** (year):

1. Resolved, that any one of the following officers of the company:

Signature: X **Owner XYZ**	Printed Name: **Owner XYZ**	Title: **President**
Signature: X	Printed Name:	Title:
Signature: X	Printed Name:	Title:

is authorized to:
A) execute on behalf of this company a Merchant Application and any agreements or other necessary documents including any amendments;
B) execute any document requested from time to time be executed in furtherance of the Merchant Application or relationship resulting therefrom;
C) perform all acts that may be necessary to carry out the intent of the Merchant Application and this Corporate Resolution.
2. Resolved, that the Merchant Application and the resulting relationship is ratified and approved;
3. Resolved, that the entities receiving this Merchant Application are authorized to rely upon this Corporate Resolution until advised in writing by a like certification of any changes and are authorized to rely on such changed certification.

(Secretary) Officer / Non-Member Manager (LLC) / Member (LLC) / General Partner/Owner [circle one]   State in which Merchant is organized **TN**

Signature: X **Secretary Nancy**	Printed Name: **Secretary Nancy**	Title: **Secretary**	Date: **11/23/04**

SUBMITTED BY

To the best of my knowledge, I certify that the information provided in this Merchant Application was provided by the Merchant and is true, complete and accurate. I further certify that the signatures were provided by the Merchant's owner(s) or officer(s), as appropriate.

Sales Representative Signature: X	Printed Name:	Rep ID #:	Date:

FOR OFFICE USE ONLY

Accepted by NOVA Information Systems, Inc.:	Date:
Accepted by Member:	Date:

MPAALC102004