

Institutional Account Opening Guide

In order to open a Flourish Cash Institutional account, you must provide:

- (a) information about the Institution
- (b) information about the people associated with the Institution
- (c) documentation that verifies the Institution's identity
- (d) documentation that verifies the authority to act on behalf of the Institution of any individual named in the application as an Authorized Person (AP)

While the application is self-guided, this document provides an overview of the information required to open an Institutional account. In addition, we've provided two draft resolutions (one for corporations and non-profits, the other for LLCs and partnerships) which can be used as verification of the authority of Authorized Persons.

1. Required Documentation

During the application process, you will need to upload two pieces of documentation through our website:

Document 1: required to verify the Institution's identity

Document 2: required to verify the authority to act on behalf of the Institution of any individual named in the Account Application as an Authorized Person (AP)

Acceptable forms of documentation vary based on the Institution's legal structure. We have listed acceptable documentation below; with that said, other documentation may be required or acceptable based on the specific details of your Institution. Please feel free to reach out to support@flourish.com with any questions or upload what you have, and a member of our team will be happy to review.

Organization Type	Document 1	Document 2*
Corporation	Articles of Incorporation, Certificate of Incorporation (or similar), with proof of filing with the state	Bylaws of the Institution (or similar), with approval by the Board of Directors, naming the AP as an officer of the Institution.
LLC or PLLC	Certificate of Formation, Articles of Organization (or similar), with proof of filing with the state.	Operating Agreement naming the AP as a member, manager or officer
General Partnership	Partnership Agreement.	Partnership Agreement naming the AP as a partner.
Limited Partnership	Certificate of Limited Partnership (or similar), with proof of filing with the state.	A copy of the Limited Partnership Agreement or Certificate of Limited Partnership naming the AP as the General Partner.
Non-profit Organization	Articles of Incorporation (or similar), with proof of filing with the state.	Board Resolution, Certificate of Incumbency or similar document granting authority to the AP

A Flourish Cash account is a brokerage account offered by Flourish Financial LLC, a registered broker-dealer and FINRA member. **Flourish Financial LLC is not a bank.** Check the background of Flourish Financial LLC and its personnel on FINRA's [BrokerCheck](#). The cash balance in a Flourish Cash account will be swept from the brokerage account to deposit account(s) at one or more third-party Program Banks that have agreed to accept deposits from customers of Flourish Financial LLC. The accounts at Program Banks will pay a variable rate of interest.

***Document 2:** In addition to the documents listed above, you can alternatively provide a Corporate Resolution, Certificate of Incumbency, Power of Attorney or similar document granting authority to the AP that is signed by a person named in one of the listed pieces of documentation. In the following pages, we've provided two draft resolutions (one for corporations and nonprofits, the other for LLCs and partnerships) which can be used as verification of the authority of Authorized Persons.

Please make sure all documents are legible and contain all required signatures or certifications.

2. Additional required information

In addition to the two pieces of documentation listed above, we will also need information on:

The Institution

Required information includes:

- Taxpayer Identification Number (TIN) or Employer Identification Number (EIN)
- Formation date
- Key business information

People associated with the Institution

- Each Authorized Person of the Institution, who must be a U.S. resident with a valid SSN or TIN
- Control Persons, such as the CEO, CFO, and COO, or General Partners
- Significant Beneficial Owners, i.e., those individuals who directly or indirectly own >10% or >25% of the Institution's equity (depending on organization type)

For these individuals, we will need to collect:

- Full names
- Social Security Numbers or TINs for identity verification
- Date of Birth
- Citizenship
- Residential address

Certification of Authority and Corporate Resolution

The undersigned, as President or Secretary of _____ (name of corporation) ("Corporation") hereby certifies that (1) the following resolutions were duly adopted by the board of directors of the Corporation at a duly called meeting or by unanimous written consent, and (2) the resolutions remain in full force and effect and do not conflict with the Corporation's Charter, Articles of Incorporation or bylaws.

Whereas, the Corporation desires to open and maintain a brokerage account with Flourish Financial LLC ("Flourish").

Be it resolved that:

1. The Corporation is authorized to establish a brokerage account with Flourish.
2. Each individual listed below who the Corporation is seeking to name an Authorized Person with respect to the Corporation's account with Flourish(each, an "Authorized Person") is authorized to (1) provide tax certifications; (2) establish, maintain, and operate any account(s) with Flourish on behalf of the Corporation and to bind the Corporation to the Application Agreement and all incorporated agreements and disclosures, each as amended from time to time (the "Agreement and Disclosures"), the current versions of which have been made available to the Corporation; and (3) designate persons to operate such account(s).
3. Each Authorized Person is authorized to act individually, independently, and without the consent of the board or any director, officer, or other person of the Corporation. Notice sent to any Authorized Person will constitute notice to the Corporation. Nothing in the organizational documents, agreements, and laws governing the Corporation imposes any obligation upon Flourish for determining the purpose or propriety (1) of any instructions received from any Authorized Person or (2) of payments or deliveries to or among Authorized Person.
4. The authority hereby conferred is not inconsistent or in conflict with the Certificate of Incorporation, charter, bylaws, resolution, or other applicable constituent documents of the Corporation and is within the Corporation's corporate power and authority and agreements and laws governing the Corporation.
5. All actions previously taken with respect to matters authorized in these resolutions are hereby ratified, confirmed and approved.
6. The President or Secretary of the Corporation is authorized and directed to certify to Flourish that these resolutions have been duly adopted, are in full force and effect, and are in accordance with the governing documents of the Corporation.

Authorized Person(s):

Please print the full name each Authorized Person below. *Please note: Flourish will only process requests for Authorized Persons that were previously added via flourish.com.*

Signature. The undersigned certifies that the information set forth in this Certificate of Authority and Corporate Resolution is true and correct, and that Flourish may conclusively rely upon this Certificate of Authority and Corporate Resolution until the Corporation delivers a written replacement Certificate of Authority and Corporate Resolution to Flourish at an address specified by Flourish.

President's or Secretary's Name: _____

Signature: _____

Date: _____

Certificate of Authority

Each of the undersigned hereby certifies, warrants and represents to Flourish Financial LLC ("Flourish") that

_____ (name of the organization) (the "Organization") is a:

- ☐ Member-managed limited liability company (LLC) and the undersigned are all of the members of the LLC
- ☐ Manager-managed limited liability company (LLC) and the undersigned are all of the managers of the LLC
- ☐ General Partnership and the undersigned are all of the partners of the General Partnership
- ☐ Limited Partnership and the undersigned are all of the general partners of the Limited Partnership

Each of the undersigned further certify, warrant and represent to Flourish that the Organization is authorized as follows:

1. Each individual listed below who the Organization is seeking to name an Authorized Person with respect to the Organization's account with Flourish (each, an "Authorized Person") is authorized to (1) provide tax certifications; (2) establish, maintain, and operate any account(s) with Flourish on behalf of the Organization and to bind the Organization to the Application Agreement and all incorporated agreements and disclosures, each as amended from time to time (the "Agreement and Disclosures"), the current versions of which have been made available to the Organization; and (3) designate persons to operate such account(s).
2. Each Authorized Person is authorized to act individually, independently, and without the consent of any owner, member, manager, or partner of the Organization. Notice sent to any Authorized Person will constitute notice to the Organization. Nothing in the organizational documents, agreements, and laws governing the Organization imposes any obligation upon Flourish for determining the purpose or propriety (i) of any instructions received from any Authorized Person or (ii) of payments or deliveries to or among Authorized Persons.
3. In the exercise of such authority, each Authorized Person is empowered, on behalf of the Organization, to use or acquire any service offered by Flourish and to execute and deliver any and all documents, in the name of and on behalf of the Organization as may be requested or required by Flourish. This authority includes the power to open, now or in the future, one or more accounts, and with respect to each account, to execute, on behalf of the Organization, any and all forms and agreements, and to deal and transact with Flourish in connection with the accounts in all respects, including appointing individuals to act on behalf of the Organization with respect to the account or terminating such appointments. This authority also includes the power to instruct the transfer of funds from the account to or for the account of any other person, including the Authorized Person giving the instruction, without limit as to amount and without inquiry.
4. The authority thereby conferred is not inconsistent or in conflict with any organizational documents, resolutions, agreements, other applicable constituent documents, or laws governing the Organization and is within the Organization's power and authority and agreements and laws governing the Organization.
5. In case of the death or withdrawal of any one of the partners or members, or in case of the termination or dissolution of the Organization, each of the undersigned agrees to notify Flourish promptly in writing and to execute any supplementary authorization that Flourish may require in such an event. If Flourish is not notified in writing, Flourish is authorized to continue to receive orders for the account(s) that may be given to Flourish by any one of the Authorized Persons then surviving.
6. All actions previously taken with respect to matters described in this Certification are ratified, confirmed, and approved.

Authorized Person(s):

Please print the full name each Authorized Person below. *Please note: Flourish will only process requests for Authorized Persons that were previously added via flourish.com.*

Signatures. Each of the undersigned certifies that the information set forth in this Certificate of Authority is true and correct, and that Flourish may conclusively rely upon this Certificate of Authority until the Organization delivers a written replacement Certificate of Authority to Flourish at an address specified by Flourish.

Required Signatures:

- **Member-managed limited liability company:** All members must sign below.
- **Manager-managed limited liability company:** All managers must sign below.
- **General Partnership:** All partners must sign below.
- **Limited Partnership:** All general partners must sign below.

Signature:_____ Name:_____ Date:_____

Title (Select only one):

Member-managed limited liability company

Manager-managed limited liability company

General Partnership

Limited Partnership

☐

Member

☐

Manager

☐

Partner

☐

General Partner

Signature:_____ Name:_____ Date:_____

Title (Select only one):

Member-managed limited liability company

Manager-managed limited liability company

General Partnership

Limited Partnership

☐

Member

☐

Manager

☐

Partner

☐

General Partner

Signature:_____ Name:_____ Date:_____

Title (Select only one):

Member-managed limited liability company

Manager-managed limited liability company

General Partnership

Limited Partnership

☐

Member

☐

Manager

☐

Partner

☐

General Partner

Signature:_____ Name:_____ Date:_____

Title (Select only one):

Member-managed limited liability company

Manager-managed limited liability company

General Partnership

Limited Partnership

☐

Member

☐

Manager

☐

Partner

☐

General Partner

If there are more than four required signatories, please add additional signatories below.