

**CERTIFICATE OF CORPORATE SECRETARY**  
**(Certificate of Incumbency)**

I, \_\_\_\_\_, do hereby certify to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) that I am the duly appointed and acting (Select One) [\_\_\_] Corporate Secretary [\_\_\_] Assistant Corporate Secretary of \_\_\_\_\_ (the “Corporation”), a corporation existing under the laws of \_\_\_\_\_ and further certify as follows:

1. Attached as **Exhibit “A”** hereto is a Resolution of the Board of Directors of the Corporation dated \_\_\_\_\_, 20 \_\_\_\_ (the “Resolution”) which authorizes and empowers the individuals listed under paragraph 2 below (collectively the “Authorized Persons”) to establish accounts in any bank or financial or depository institution in the name and on behalf of the Corporation; to make deposits in, charge, transfer funds to, or withdraw funds from such accounts by checks, drafts, wire transfers, or other instruments or orders customarily used for the payment of accounts or the transfer of funds; and to issue payment orders and provide Freddie Mac with wire transfer instructions and Automated Clearing House (ACH) instructions (if applicable) in connection with the sale of Mortgages to and/or the servicing of Mortgages for Freddie Mac and/or in connection with any other transaction with Freddie Mac.
  
2. The Authorized Persons listed below hold the positions/titles with the Corporation set forth directly across from their names. The Authorized Persons are also authorized to make, execute, and deliver any and all written instruments, documents and/or forms (“Records”) necessary or proper or required by Freddie Mac to effectuate the authority set forth in paragraph 1 above by signing their names with pen and ink on the original Records and delivering them to Freddie Mac at an address specified by Freddie Mac in writing.  
 Authorized Persons (Complete all sections)

Name	Position/Title	Signature
Address		<u>City, State and Zip Code</u>
Telephone	Fax	E-mail
The above named Authorized Person has the authority set forth above in connection with the following Freddie Mac Seller/Servicer numbers: (list all applicable numbers below)		

<b>Name</b>	<b>Position/Title</b>	<b>Signature</b>
Address		<u>City, State and Zip Code</u>
Telephone	Fax	E-mail
The above named Authorized Person has the authority set forth above in connection with the following Freddie Mac Seller/Service numbers: (list all applicable numbers below)		

<b>Name</b>	<b>Position/Title</b>	<b>Signature</b>
Address		<u>City, State and Zip Code</u>
Telephone	Fax	E-mail
The above named Authorized Person has the authority set forth above in connection with the following Freddie Mac Seller/Service numbers: (list all applicable numbers below)		

<b>Name</b>	<b>Position/Title</b>	<b>Signature</b>
Address		<u>City, State and Zip Code</u>
Telephone	Fax	E-mail
The above named Authorized Person has the authority set forth above in connection with the following Freddie Mac Seller/Service numbers: (list all applicable numbers below)		

Insert other Authorized Persons as needed.

3. The specimen signature set forth directly across from each Authorized Person's name above is the true and genuine signature of each such person and Freddie Mac may conclusively rely on the accuracy, genuineness, and good faith of any written communication, electronic communication (pdf or other image) or fax transmission bearing any of the signatures set forth above for purposes of establishing, changing, or modifying wire transfer instructions provided to Freddie Mac.
  
4. The Authorized Persons are also authorized to make, execute, and deliver any and all electronic instruments, documents and/or forms ("Electronic Records") necessary or proper or required by Freddie Mac to effectuate the authority set forth in paragraph 1 above by: (i) affixing or attaching their signature to or associating their signature with a paper Record, or copy thereof, and delivering an electronic copy of the executed Record containing a representation, copy or facsimile of their signature by facsimile transmission to Freddie Mac in a manner specifically and expressly approved by Freddie Mac or (ii) executing the Electronic Record using an electronic signature ("Electronic Signature") that the Authorized Person attaches to or logically associates with the Electronic Record and delivers the executed Electronic Record to Freddie Mac. It is acknowledged and agreed that all such Electronic Records and the electronic means by which they are created, executed and delivered must: (i) be expressly and specifically approved by Freddie Mac in its sole discretion and (ii) comply with the federal Electronic Signatures in Global and National Commerce Act of 2000 and/or the Uniform Electronic Transactions Act as enacted by the Commonwealth of Virginia, as applicable.
  
5. Freddie Mac may rely upon this Certificate and the Resolution attached hereto until the Corporation provides Freddie Mac with a replacement Certificate at the following address:

Federal Home Loan Mortgage Corporation  
 Attn: \_\_\_\_\_  
 [Street Address]  
 [Street Address, continued]  
 [City/Stat/Zip]

Freddie Mac requires three business days to process a replacement Certificate.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

By: \_\_\_\_\_

Typed Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_ **[Space Below This Line For Acknowledgment]** \_\_\_\_\_

**Instructions:** The counterparty's Corporate Secretary or Assistant Secretary must execute this form, have it notarized and delivered to Freddie Mac together with a certified copy of the required resolution bearing the counterparty's corporate seal attached hereto as Exhibit A. The counterparty's Board of Directors must adopt the resolution in the form of Exhibit A attached hereto no more than ninety (90) days preceding the date of this certificate. Freddie Mac will not permit any changes to the language in this Certificate.

Freddie Mac Form 989MF 7/08

**Exhibit "A"**

**[INSTRUCTIONS: CORPORATE SECRETARY, PLEASE REMOVE THIS PAGE AND ATTACH AS EXHIBIT "A" THE BOARD RESOLUTION REFERENCED ABOVE USING THE EXAMPLE BELOW]**

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**EXAMPLE OF CORPORATE RESOLUTION:**

BOARD OF DIRECTORS  
OF  
[INSERT CORPORATION NAME]

DATE: \_\_\_\_\_

WHEREAS, the Board of Directors (the "Board") of [INSERT CORPORATION NAME] (the "Corporation") is adopting the following Resolution to amend, restate and reassign general delegations of authority to its management with respect to subject matters not otherwise covered by specific Resolutions of the Board.

"NOW, THEREFORE, BE IT RESOLVED that the individuals listed below are fully authorized and empowered to establish accounts in any bank or financial or depository institution in the name and on behalf, of [INSERT CORPORATION'S NAME]; to make deposits in, charge, transfer funds to, or withdraw funds from such accounts by checks, drafts, wire transfers, or other instruments or orders customarily used for the payment of accounts or the transfer of funds, including the proceeds of mortgages; and to make, execute, and deliver, wire transfer instructions or Automated Clearing House (ACH) instructions (if applicable) in writing or by electronic means, any and all written instruments necessary or proper to effectuate the authority hereby conferred; and that any such actions heretofore taken by any of the following persons on behalf of [INSERT CORPORATION'S NAME] are hereby ratified, approved, and confirmed."

**[The Resolution should set forth either: (i) designated individuals by their names and their titles or (ii) categories of authorized employees (for example: Senior Vice Presidents, Vice Presidents, Treasurers, etc.)]**

By the Board of Directors

\_\_\_\_\_  
[Typed Name]  
Corporate Secretary

**[ATTACH CORPORATE SEAL]**