

Form 988SF

Certificate of Incumbency (Corporation or Limited Liability Company Certificate)

I, _____, do hereby certify to the Federal Home Loan Mortgage Corporation ("Freddie Mac") that I am the duly appointed and acting (*Select One*): Secretary **OR** Assistant Secretary **OR** _____ of _____ ("Seller"), a _____ existing under the laws of _____, and further certify as follows:

- Attached as **Exhibit "A"** hereto is a copy of a resolution of the _____ of the Seller dated _____, 20__ (the "Resolution") that remains in full force and effect and has not been amended, and which authorizes and empowers the persons listed in paragraph 2 below (the "Authorized Persons"), to provide Freddie Mac with instructions to transfer funds (cash or securities, as applicable) by wire transfer, Automated Clearing House ("ACH") or other payment system specifically and expressly approved by Freddie Mac in connection with the sale of Mortgages to Freddie Mac by Seller.
- The Authorized Persons listed in this paragraph 2 hold the positions/titles (with the Seller) set forth directly across from their names and are authorized individually to 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 affixing their signatures (or having their signatures affixed) to the Records and delivering the duly executed Records to Freddie Mac at an address specifically and expressly designated by Freddie Mac:

Name:	Position/Title:	Signature:
Telephone:	Fax Number:	Email Address:

Name:	Position/Title:	Signature:
Telephone:	Fax Number:	Email Address:

Name:	Position/Title:	Signature:
Telephone:	Fax Number:	Email Address:

Name:	Position/Title:	Signature:
Telephone:	Fax Number:	Email Address:

Name:	Position/Title:	Signature:
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Name:	Position/Title:	Signature:
Telephone:	Fax Number:	Email Address:

3. The specimen signature set forth directly across from each Authorized Person's name in paragraph 2 above is the true and genuine original signature of each such person and Freddie Mac may conclusively rely on the accuracy, genuineness, and good faith of any: (i) Record provided to Freddie Mac bearing an original signature above; or (ii) facsimile ("fax") transmission of a Record submitted to Freddie Mac bearing a copy or representation of an original signature above, that contains or communicates instructions (or modifies previous instructions) to transfer funds by wire transfer, ACH or other payment system specifically and expressly approved by Freddie Mac.
4. The Authorized Persons are also authorized to execute and deliver any and all instructions to Freddie Mac to transfer funds (cash or securities, as applicable) by wire transfer, ACH or other payment system specifically and expressly approved by Freddie Mac using electronic means and electronic signatures.
5. The information set forth in this Certificate of Incumbency is true and correct and Freddie Mac may conclusively rely upon this Certificate of Incumbency, and any attachments hereto, until Seller delivers a replacement Certificate of Incumbency to Freddie Mac at an address specified by Freddie Mac.

IN WITNESS WHEREOF, I have subscribed my name this ____ day of _____, 20____.

By: _____

Typed Name: _____

Title: _____

Notary Acknowledgment

State of _____)

County of _____)

The foregoing instrument was acknowledged before me, a Notary Public, on this ____ day of _____, 20____,

by _____ a _____ of _____
 (Type or Print Signer's Name) (Type or Print Signer's Title) (Type or Print Seller's Name)

Notary Signature: _____

Notary Printed Name: _____

Notary Commission Expires: _____

(NOTARY SEAL)

Notary State Registration Number: _____

Instructions: This Form 988SF must be completed, signed, notarized and delivered to Freddie Mac together with the resolution referenced in paragraph 1 above attached hereto as Exhibit A. The resolution must be in the form attached, unless applicable law requires another form of resolution. If additional space is needed to identify "Authorized Persons", the Seller should complete the Form 988ASF and submit that form together with the Form 988SF. The notary acknowledgment may be changed if required by applicable law. **Important: National Banks, Federal Savings & Loan Associations, Federal Savings Banks and Federal Credit Unions exist under the laws of the United States.**

Mail Form 988SF to: Attn: Customer System Setup
 Mail Stop A2B
 Freddie Mac
 8250 Jones Branch Drive
 McLean, VA 22102

INSTRUCTIONS FOR PREPARING CORPORATION OR LIMITED LIABILITY COMPANY RESOLUTION:

- #1 LABEL THE RESOLUTION EXHIBIT "A"
- #2 INSERT THE NAME OF GOVERNING BODY OF SELLER (e.g., BD. OF DIRECTORS, BD. OF MEMBERS, MANAGING MEMBER, ETC.)
- #3 INSERT THE LEGAL NAME OF SELLER (e.g., XYZ CORPORATION, ABC, LLC, ETC.)
- #4 INSERT THE DATE OF THE RESOLUTION
- #5 PREPARE A LIST OF AUTHORIZED EMPLOYEES - LABEL IT EXHIBIT "A-1" AND ATTACH IT TO EXHIBIT "A"
- #6 ATTACH EXHIBIT "A" AND EXHIBIT "A-1" TO THE CERTIFICATE OF INCUMBENCY
- #7 SECRETARY OR ASSISTANT SECRETARY MUST EXECUTE
- #8 INSERT SECRETARY'S OR ASSISTANT SECRETARY'S TYPED OR PRINTED NAME
- #9 INSERT SECRETARY'S OR ASSISTANT SECRETARY'S TITLE

FORM OF RESOLUTION:

[#1- Exhibit "A"]

[#2 – INSERT GOVERNING BODY NAME]

OF

[#3 - INSERT SELLER'S LEGAL NAME]

[#4 - DATE: _____]

WHEREAS, the [#2 – INSERT GOVERNING BODY NAME] of [#3 - INSERT SELLER'S LEGAL NAME] is adopting the following resolution ("Resolution") to amend, restate and reassign general delegations of authority to its management with respect to subject matters not otherwise covered by specific Resolutions.

NOW, THEREFORE, BE IT RESOLVED that the persons listed on [#5 - Exhibit "A-1"], attached hereto, are authorized and empowered (the "Authorized Persons") individually to provide the Federal Home Loan Mortgage Corporation ("Freddie Mac"), with instructions to transfer funds (cash or securities) by wire transfer, Automated Clearing House ("ACH") or other payment system specifically and expressly approved by Freddie Mac in connection with the sale of mortgages to Freddie Mac.

BE IT FURTHER RESOLVED that the Authorized Persons are authorized individually to execute and deliver any and all instruments, documents and/or forms ("Records") necessary or proper or required by a Freddie Mac to effectuate the authority set forth in this Resolution including, but not limited to, delivering: (i) a Record to Freddie Mac bearing the original signature of any of the Authorized Persons; or (ii) a facsimile ("fax") transmission of a Record to Freddie Mac bearing a copy or representation of the original signature of any of the Authorized Persons that contains or communicates instructions (or modifies previously provided instructions) to transfer funds by wire transfer, Automated Clearing House ("ACH") or other payment system specifically and expressly approved by Freddie Mac.

BE IT FURTHER RESOLVED that the Authorized Persons are also authorized to execute and deliver instructions to Freddie Mac to transfer funds (cash or securities, as applicable) by wire transfer, ACH or other payment system specifically and expressly approved by Freddie Mac using electronic means and electronic signatures.

Any such actions set forth above heretofore taken by any of the Authorized Persons on behalf of [#3 - INSERT SELLER'S LEGAL NAME] are hereby ratified, approved, and confirmed.

By the [#2 – INSERT GOVERNING BODY NAME]

#7 - By: _____

#8 - Name: _____

#9- Title: _____