

## Certificate of Incumbency For a Corporation or Limited Liability Company Only (See Form 988SF Completion Instructions Below)

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**  In-house Counsel **OR**  Managing Member of \_\_\_\_\_ ("Seller"), a **(Select One):**  Corporation (See Instruction #4) **OR**  Limited Liability Company ("LLC"), 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 (mm/dd/yy) \_\_\_\_\_ (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 below 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:

<b>*Name:</b>	<b>*Position/Title:</b>	<b>*Signature:</b>
<b>*Telephone:</b>	<b>*Fax Number:</b>	<b>*E-mail Address:</b>

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<b>*Telephone:</b>	<b>*Fax Number:</b>	<b>*E-mail Address:</b>

<b>*Name:</b>	<b>*Position/Title:</b>	<b>*Signature:</b>
<b>*Telephone:</b>	<b>*Fax Number:</b>	<b>*E-mail Address:</b>

**\*Mandatory Information** {Seller must authorize and identify at least two employees in paragraph 2 above}

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.
6. If I have attached a Form 989ASF to this Form 989SF to add "Authorized Persons", such Form 989ASF is by this reference incorporated herein and made a part of this Form 989SF.

IN WITNESS WHEREOF, I have subscribed my name this \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

By (Signer's Signature): \_\_\_\_\_

(Signer's) Typed/Printed Name: \_\_\_\_\_

(Signer's) Typed/Printed Title: \_\_\_\_\_

Seller's Typed/Printed Name: \_\_\_\_\_

**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 Public Signature: \_\_\_\_\_

Notary Public Printed Name: \_\_\_\_\_

**(NOTARY SEAL)**

Commission Expires (mm/dd/yy): \_\_\_\_\_

Notary Public State Registration Number: \_\_\_\_\_

**Please retain a copy for your records.**

**See Form 988SF Completion Instructions on the Next Page**

## Form 988SF Completion Instructions:

This Form 988SF must be completed, signed, notarized and delivered to Freddie Mac together with a copy of Seller's governing body (e.g., Board of Directors or Board of Members, as applicable) resolution authorizing Seller's employees to provide wire instructions to Freddie Mac.

1. **Opening Paragraph:** Type/print the name of Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member, as applicable, on the first line of the opening unnumbered paragraph of the Form 988SF.
2. **Opening Paragraph:** Type/print an "X", in the brackets preceding the title of the person signing the Form 988SF: "Secretary", "Assistant Secretary", "In-house Counsel" or "Managing Member". The person signing must have one of these titles.
3. **Opening Paragraph:** Type/print the Seller's complete legal name.
4. **Opening Paragraph:** Type/print an "X", in the brackets preceding the words: "Corporation" (Includes: All corporations and National Associations, Federal Savings Banks, Federal Savings & Loan Associations, Federal Credit Unions, State Banks, State Savings Banks, State Savings & Loan Associations and State Credit Unions) or "Limited Liability Company", as applicable.
5. **Opening Paragraph:** Type/print the name of the State, district, territory or possession under which the Seller exists. If Seller is a National Bank/National Association, Federal Savings & Loan Association, Federal Savings Bank or Federal Credit Union, Seller exists under the laws of the United States of America.
6. **Paragraph Enumerated #1:** Type/print in the first space in the first line of the paragraph enumerated #1, the Seller's governing body, e.g., Board of Directors, Executive Committee of the Board of Directors, Board of Members or Managing Member, as applicable.
7. **Paragraph Enumerated #1:** Type/print the date that the applicable governing body passed or adopted the resolution that authorized Seller's employees to give Freddie Mac wire transfer instructions.
8. **Paragraph Enumerated #2:** Type/print the name(s), title(s)/position(s), phone number(s), fax number(s), and e-mail address(es) of Seller's employee(s) who have been authorized by Seller's governing body to give Freddie Mac wire transfer instructions. Each "Authorized Person" must sign his or her signature with a pen and ink in the space below the caption titled, "Signature".

**Mandatory: Seller must authorize and identify at least two employees in paragraph enumerated #2 of the Form 988SF. (Fax numbers are optional).**

9. **Execution:** Type/print the date that Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member signs the Form 988SF.
10. **Execution:** The Secretary, Assistant Secretary, In-house Counsel or Managing Member, as applicable, must sign his or her name with pen and ink on the signature line immediately below the line for the date.
11. **Execution:** Type/print, on the applicable lines below the signature line: (i) the name and title/position of Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member, as applicable, who will sign the Form 988SF and (ii) Seller's name.
12. **Acknowledgment:** Type/print the name of the state and county in the U.S. in which the Notary Public is commissioned at the top left of the Notary Acknowledgment.
13. **Acknowledgment:** Type/print the date that Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member, as applicable, signs or acknowledges his or her signature before the Notary Public.
14. **Acknowledgment:** Type/print the name and title/position of Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member, as applicable, who signed the Form 988SF, and also Seller's name on the applicable lines below the signature line.
15. **Acknowledgment:** The Notary Public must sign his or her name with pen and ink and then type/print his or her name, commission expiration date and registration/commission number, as applicable, and place his or her notary seal on the Form 988SF.
16. **Acknowledgment:** The notary acknowledgment language may be changed if necessary to comply with applicable law.
17. **Legal Counsel:** You should consult with your legal counsel when completing this Form 988SF to reduce the risk of errors.

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

**FORM OF RESOLUTION WHEN THE SELLER IS A CORPORATION OR LIMITED LIABILITY COMPANY**

**(Refer to instructions below for completing this form)**

**Exhibit A**

[#1 – \_\_\_\_\_]  
OF  
[#2 – \_\_\_\_\_]  
[#3 - DATE (mm/dd/yy): \_\_\_\_\_]

WHEREAS, the [#1 – \_\_\_\_\_] of [#2 – \_\_\_\_\_] is adopting the following resolution (“Resolution”) to delegate authority to certain employees of [#2 – \_\_\_\_\_] (“Employees”), with certain titles assigned by the management of [#2 – \_\_\_\_\_] (“Management”) to provide wire or Automated Clearing House (“ACH”) instructions to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) to transfer cash or securities in connection with the sale of mortgages to Freddie Mac.

NOW, THEREFORE, BE IT RESOLVED that any Employees who have been assigned any one of the titles set forth below (the “Authorized Titles”) by the Management, are authorized and empowered individually to provide the Federal Home Loan Mortgage Corporation (“Freddie Mac”), with instructions to transfer funds (cash or securities) by wire transfer, ACH or other payment system specifically and expressly approved by Freddie Mac in connection with the sale of mortgages to Freddie Mac.

**Authorized Titles:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

BE IT FURTHER RESOLVED that the Employees with Authorized Titles are authorized individually to execute and deliver any and all instruments, documents and/or forms (“Records”) necessary or proper or required by 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 Employees with Authorized Titles; 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 Employees with Authorized Titles that contains or communicates instructions (or modifies previously provided instructions) to transfer funds by wire transfer, ACH or other payment system specifically and expressly approved by Freddie Mac.

BE IT FURTHER RESOLVED that the Employees with Authorized Titles 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, records and electronic signatures.

Any such actions set forth above heretofore taken by any of the Employees on behalf of [#2 – \_\_\_\_\_] are hereby ratified, approved, and confirmed.

**Please retain a copy for your records.**

**INSTRUCTIONS FOR PREPARING A RESOLUTION FOR A  
CORPORATION OR LIMITED LIABILITY COMPANY**

1. Type the name of the Seller's governing body (e.g., Board of Directors, Board of Members or Managing Member).
2. Type the Seller's full legal entity name (examples: XYZ Corporation or ABC, LLC).
3. Type the date the Resolution was adopted by the Seller's governing body.
4. Type the authorized titles (without employee names) in the blank lines provided.
5. You should consult with your legal counsel when preparing this Resolution to reduce the risk of errors.

The language in the Form of Resolution may only be changed if it is necessary to comply with applicable laws, regulations and/or rules.