

# Form 989SF

## Certificate of Incumbency (Sole Proprietorship or Partnership Certificate)

I, \_\_\_\_\_, do hereby certify to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) that I am the *(Select One)*:  Sole Proprietor **OR**  General Partner **OR**  Authorized Representative of the General Partner of \_\_\_\_\_ (“Seller”), *(Select One)*:  a Sole Proprietorship **OR**  a Partnership, existing under the laws of \_\_\_\_\_ and I am duly authorized to make the certifications herein, and hereby further certify as follows:

1. *(Select One)*:

*[For a sole proprietorship or partnership with a general partner that is a person]*  I have the authority to authorize and empower and, by executing this Certificate of Incumbency, I hereby authorize and empower: **OR**

*[For a partnership with a general partner that is a corporation or limited liability company]*  Attached as **Exhibit "A"** hereto is a copy of a Resolution of the \_\_\_\_\_ of the General Partner, which Resolution: (i) remains in full force and effect and has not been amended, and (ii) authorizes and empowers:

the persons listed under paragraph 2 below (the “Authorized Persons”) individually to provide Freddie Mac with instructions to transfer funds (cash or securities, as applicable) by wire transfer, Automated Clearing House ("ACH") or other customary payment system approved by Freddie Mac in connection with the sale of Mortgages to Freddie Mac by Seller.

2. 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>Email Address:</b>

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>Fax Number:</b>	<b>Email Address:</b>

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<b>Telephone:</b>	<b>Fax Number:</b>	<b>Email Address:</b>

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>Fax Number:</b>	<b>Email Address:</b>

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>Fax Number:</b>	<b>Email Address:</b>

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 attachment(s) 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 on 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 989SF must be completed, signed, notarized and delivered to Freddie Mac. If Seller is a partnership and the General Partner is a corporation or limited liability company, the General Partner must attach a copy of the resolution referenced in paragraph 1 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 989ASF and submit that form together with the Form 989SF. The notary acknowledgment above may be changed if required by applicable law.

**Mail Form 989SF to:** Attn: Customer System Setup  
 Mail Stop A2B  
 Freddie Mac  
 8250 Jones Branch Drive  
 McLean, VA 22102

**INSTRUCTIONS FOR PREPARING A GENERAL PARTNER RESOLUTION, IF NECESSARY:**

**IF SELLER IS A PARTNERSHIP AND THE GENERAL PARTNER IS A CORPORATION OR LIMITED LIABILITY COMPANY, PREPARE THE RESOLUTION BELOW.**

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

**FORM OF RESOLUTION:**

**[#1 - EXHIBIT "A"]**

**[#2 – INSERT NAME OF GOVERNING BODY]**

**OF**

**[#3 - INSERT GENERAL PARTNER'S LEGAL NAME]**

**[#4 - DATE: \_\_\_\_\_]**

WHEREAS, the [#2 - INSERT NAME OF GOVERNING BODY] of [#3 - INSERT GENERAL PARTNER'S LEGAL NAME], the General Partner of [#5 - INSERT SELLER'S LEGAL NAME], is adopting the following Resolution to amend, restate and reassign general delegations of authority to its representatives with respect to subject matters not otherwise covered by specific Resolutions.

NOW, THEREFORE, BE IT RESOLVED that the persons listed on [#6 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 on 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 one 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 one of the Authorized Persons, 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 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.

Any such actions set forth above heretofore taken by any of the Authorized Persons on behalf of [#5 - INSERT SELLER'S LEGAL NAME], are hereby ratified, approved, and confirmed.

By the [#2 – INSERT NAME OF GOVERNING BODY]

[#8 - By: \_\_\_\_\_]

[#9 - Name: \_\_\_\_\_]

[#10 - Title: \_\_\_\_\_]