

## Certificate of Incumbency for a Limited Liability Company

(See Form 988SF-2 Completion Instructions on Page Four)

I, \_\_\_\_\_, do hereby certify to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) that I am the duly appointed and acting of \_\_\_\_\_ (“Seller/Servicer”) a Limited Liability Company (“LLC”), organized and existing under the laws of \_\_\_\_\_, and further certify as follows:

- Attached as **Exhibit A** hereto, is a true and correct copy of a resolution of the of the Seller/Servicer dated \_\_\_\_\_, (the “Resolution”) that remains in full force and effect and has not been amended, and which duly authorizes and empowers Seller/Servicer’s employees listed in paragraph numbered 2, Part (A) and/or Part (B) below (the “Authorized Employees”), to, individually and singularly, provide Freddie Mac with instructions (or modified instructions) to transfer funds (cash or securities) by wire transfer, Automated Clearing House (ACH) or other funds transfer system expressly approved and designated by Freddie Mac, in connection with the sale of Mortgages to and/or the Servicing of Mortgages for Freddie Mac.
- The \*Authorized Employees hold the positions and/or titles with Seller/Servicer set forth directly across from their names and are duly authorized and empowered, individually and singularly, to (i) execute any and all paper or Electronic instruments, documents and forms (“Records”), as defined in Chapter 1401, required by Freddie Mac to effectuate the authority set forth in paragraph numbered 1 above by: (a) affixing an Authorized Employee’s original written signature to paper Records or (b) attaching an Authorized Employee’s Electronic Signature, as defined in Chapter 1401, to and/or logically associating an Authorized Employee’s Electronic Signature with (including copies or representations of an Authorized Employee’s original written signature or Electronic Signature) Electronic Records, as defined in Chapter 1401, and (ii) deliver the duly executed Records and/or Electronic Records to Freddie Mac.

**The Seller/Servicer must select Part (A) and/or Part (B) below, as applicable, by marking or checking the applicable box(es).**

**Part (A) Selling Mortgages:** The Authorized Employees listed in this “Part (A)” below can only provide wire and ACH instructions solely in connection with the sale of Mortgages to Freddie Mac.

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

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

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

**\*The Seller/Servicer must name at least two Authorized Employees above.**

**Part (B) Servicing Mortgages:** The Authorized Employees listed in this “Part (B)” below can only provide wire and ACH instructions solely in connection with the Servicing of Mortgages for Freddie Mac.

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

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

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

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

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

**\*The Seller/Servicer must name at least two Authorized Employees above.**

- The specimen signature set forth directly across from each duly Authorized Employee’s name and position and/or title in paragraph numbered 2, Part (A) and/or Part (B) above, is the true and genuine original written signature of each such duly Authorized Employee or an Electronic copy or representation of each such duly Authorized Employee’s original written signature, an Authorized Employee’s Electronic Signature.

4. Freddie Mac may conclusively rely on the accuracy, genuineness, good faith, validity, effectiveness and enforceability of any Record or Electronic Record provided to Freddie Mac by a Seller/Servicer bearing the original written signature or Electronic Signature of Seller/Servicer's duly Authorized Employee.
5. If a completed, signed and notarized Form 988ASF is attached to (or logically associated with) this Form 988SF-2 (or an Electronic copy hereof) to add duly Authorized Employees, such Form 988ASF or Electronic copy thereof, is conclusively deemed to be incorporated herein by this reference and made a part hereof.
6. Seller/Servicer's duly Authorized Employees are duly authorized and empowered to engage in and conduct Electronic Transactions with Freddie Mac in connection with providing Freddie Mac with, individually and singularly, wire transfer and/or ACH instructions, and the Seller/Servicer consents to such Electronic Transactions.
7. The Seller/Servicer acknowledges and agrees that: (i) this Form 988SF-2 is a "Purchase Document," as defined in the Guide and (ii) capitalized terms used herein, that are not defined herein, shall have the meanings ascribed to such terms in the Guide.
8. 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 Form 988ASF, Resolution and/or other Record attached hereto (or associated herewith) that is delivered to Freddie Mac unless and until such time that the Seller/Servicer delivers a Certificate of Incumbency and Resolution that is accepted by Freddie Mac as a compliant replacement Certificate of Incumbency.

As Seller/Servicer's: \_\_\_\_\_, I am duly authorized by the Seller/Servicer to represent and warrant to (and covenant and agree with) Freddie Mac that Freddie Mac's receipt of an Electronic copy of this Form 988SF-2, with a copy or representation of my original written signature, attached thereto or associated therewith, is receipt by Freddie Mac of an Electronic Form 988SF-2, duly executed by me using my adopted Electronic Signature, which is as valid, effective and enforceable as Freddie Mac's receipt of a paper Form 988SF-2, with my original written signature affixed thereto.

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

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

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

Signer's Typed Name: \_\_\_\_\_

Signer's Typed 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 Signer's Full Name) (Type Signer's Title) (Type Seller/Servicer's Complete Legal Name)

Notary Public Signature: \_\_\_\_\_

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

**(NOTARY SEAL)**

Commission Expires: \_\_\_\_/\_\_\_\_/\_\_\_\_

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

**Please retain a copy for your records. See Form 988SF-2 Completion Instructions on the next page.**

## Form 988SF-2 Completion Instructions:

This Form 988SF-2 must be completed, signed, notarized and delivered to Freddie Mac together with a copy of Seller/Servicer's applicable governing body resolution ("Resolution") duly authorizing and empowering certain of Seller/Servicer's employees to, individually and singularly, provide wire transfer and/or ACH instructions to Freddie Mac. Consult your legal counsel when completing the Form 988SF-2. Information entered in certain fields online in Form 988SF-2 will automatically populate applicable online fields elsewhere in the form and in the Resolution. If the Seller/Servicer chooses to fill out this Form 988SF-2 and Resolution with pen and ink, contact [counterparty\\_authorization@freddiemac.com](mailto:counterparty_authorization@freddiemac.com) for a Word version.

1. **Opening Paragraph:** Type the full name of Seller/Servicer's Secretary, Assistant Secretary or In-house Counsel, as applicable, on the first line of the opening unnumbered paragraph of the Form 988SF-2.
2. **Opening Paragraph:** Choose from the dropdown menu preceding the title of the employee signing the Form 988SF-2. The signer must have one of these titles: "Secretary," "Assistant Secretary" or "In-house Counsel."
3. **Opening Paragraph:** Type Seller/Servicer's complete legal name.
4. **Opening Paragraph:** Type the name of the State under which the Seller/Servicer was organized and exists.
5. **Paragraph Numbered #1:** Choose from the dropdown menu Seller/Servicer's applicable governing body: "Board of Members," "Board of Managers," "Sole Member" or "Sole Manager."
6. **Paragraph Numbered #1:** Type the date that the applicable governing body adopted or consented to the Resolution.
7. **Paragraph Numbered #2:** First, Select Part (A) Selling Mortgages and/or Part (B) Servicing Mortgages, as applicable. Second, type the name, position and/or title, telephone number and e-mail address of each Authorized Employee. Finally, each "Authorized Employee" must sign his/her signature with a pen and ink in the space below the caption titled "Signature" or include a copy or representation of his/her original written signature.
8. **Execution:** Select the applicable title: "Secretary," "Assistant Secretary" or "In-house Counsel."
9. **Execution:** Type the date that the Form 988SF-2 is signed.
10. **Execution:** Type Seller/Servicer's complete legal name on the line above the signature line.
11. **Execution:** The signer must sign with pen and ink on the signature line immediately below Seller/Servicer's typed name.
12. **Execution:** Type the full name of the signer of the Form 988SF-2.
13. **Execution:** Type the title of Secretary, Assistant Secretary or In-house Counsel, as applicable, on the line below the typed name of the signer of the Form 988SF-2.
14. **Notarization:** Type/print the name of the State and county in which the Notary Public is commissioned at the top left of the Notary Acknowledgment.
15. **Notarization:** Type/print the date that Seller/Servicer's Secretary, Assistant Secretary or In-house Counsel signs or acknowledges signing before the Notary Public.
16. **Notarization:** Type the full name and title of Secretary, Assistant Secretary or In-house Counsel who signed the Form 988SF-2 and Seller/Servicer's complete legal name on the applicable lines below the signature line.
17. **Notarization:** The Notary Public must sign with pen and ink and then type/print his or her full name, commission expiration date and registration/commission number, as applicable, and, place his or her notary seal as applicable, on the Form 988SF-2.
18. **Notarization:** The notary acknowledgment language may be changed as necessary to comply with applicable law.
19. **Addenda:** For more than five (5) Authorized Employees, complete, sign and notarize one or more Form 988ASF(s) and attach or associate them to (or with) this Form 988SF-2.

### Mail Form 988SF-2 to:

Freddie Mac  
8250 Jones Branch Drive  
McLean, VA 22102-3110  
Attn: Counterparty Authorization

E-mail Portable Document Format (PDF) to: [counterparty\\_authorization@freddiemac.com](mailto:counterparty_authorization@freddiemac.com)

**EXHIBIT A**

**RESOLUTION  
OF THE**

\_\_\_\_\_  
OF  
\_\_\_\_\_

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

WHEREAS, the \_\_\_\_\_ of \_\_\_\_\_  
is adopting the following resolution (“Resolution”) to duly authorize and empower certain employees of \_\_\_\_\_  
with certain specified names and titles (or titles only), listed below, to,  
individually and singularly, provide wire or Automated Clearing House (ACH) instructions (or modified instructions) to the Federal  
Home Loan Mortgage Corporation (“Freddie Mac”) to transfer funds (cash or securities) in connection with the sale of Mortgages  
to and/or Servicing of Mortgages for Freddie Mac.

NOW, THEREFORE, BE IT RESOLVED that the employees immediately set forth below (“Authorized Employees”), are duly  
authorized and empowered by the \_\_\_\_\_ to, individually and singularly,  
provide Freddie Mac with instructions (or modified instructions) to transfer funds (cash or securities) by wire transfer, ACH or  
other funds transfer system expressly approved and designated by Freddie Mac, solely in connection with the sale of Mortgages to  
Freddie Mac.

**Authorized Employees (Selling Mortgages):**

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

BE IT FURTHER RESOLVED that the Authorized Employees immediately set forth below are duly authorized and empowered  
by the \_\_\_\_\_ to, individually and singularly, provide Freddie Mac with  
instructions (or modified instructions) to transfer funds (cash or securities) by wire transfer, ACH or other funds transfer system  
expressly approved and designated by Freddie Mac, solely in connection with the Servicing of Mortgages for Freddie Mac.

**Authorized Employees (Servicing Mortgages):**

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

BE IT FURTHER RESOLVED that all of the Authorized Employees listed above are duly authorized and empowered,  
individually and singularly, to: (a) execute any and all instruments, documents, forms, Records and Electronic Records necessary  
or proper or required by Freddie Mac to effectuate the authority set forth in this Resolution by: (i) affixing their original written  
signatures to paper instruments, documents, forms and/or other Records and/or (ii) attaching their Electronic Signatures to or  
logically associating their Electronic Signatures with Electronic Records, which contain or communicate instructions (or modified  
instructions) to transfer funds (cash or securities) by wire transfer, ACH or other funds transfer system expressly approved by and  
designated by Freddie Mac, and (b) deliver any and all executed instruments, documents, forms, Records and Electronic Records  
to Freddie Mac.

BE IT FURTHER RESOLVED that the Authorized Employees are authorized and empowered to, singularly and individually,  
engage in and conduct Electronic Transactions with Freddie Mac and use electronic means, electronic systems, Electronic  
Records and Electronic Signatures on behalf of \_\_\_\_\_ to effectuate the authority set  
forth herein.

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

## INSTRUCTIONS FOR PREPARING FREDDIE MAC FORM RESOLUTION FOR LIMITED LIABILITY COMPANY

You should consult with your legal counsel when preparing this Resolution. Information entered in the Resolution will automatically populate applicable fields in the Form 988SF-2. If the Seller/Servicer chooses to fill out the Form 988SF-2 and Resolution with pen and ink, contact [counterparty\\_authorization@freddiemac.com](mailto:counterparty_authorization@freddiemac.com) for a Word version.

1. Insert Seller/Servicer's Governing Body Name.
2. Insert Seller/Servicer's complete legal name.
3. Insert the date the Resolution was adopted or consented to by Seller/Servicer's Governing Body.
4. Insert the Authorized Employees names and titles (or titles only) on the lines.

Authorized Employees may be listed in Part (A) and Part (B). If an Authorized Employee will be providing wire transfer and/or ACH instruction for both selling Mortgages and Servicing Mortgages, such Authorized Employee must be listed in both Part (A) and Part (B). Please Note: The language in the Form 988SF-2 or Resolution may be changed if it is necessary to do so to comply with applicable laws, regulations and/or rules.