

**CERTIFICATE OF RESOLUTION**

The undersigned does HEREBY CERTIFY that he holds the office indicated under his signature below and that at a meeting of the Board of Directors of \_\_\_\_\_ on \_\_\_\_\_, 20\_\_\_\_, at which meeting a quorum of the Board of Directors was present and acting throughout, the following resolutions were duly and unanimously adopted:

**WHEREAS,** \_\_\_\_\_ (Name of Lender) has applied to participate in the Correspondent Lender Program (the "Program") of the West Virginia Housing Development Fund (the "Housing Development Fund") under which it will assign to the Housing Development Fund single-family mortgage loans meeting the requirements of the Program ("Program Loans"), pursuant to the provisions of the West Virginia Housing Development Fund; and

**WHEREAS,** in order to participate in the Program, the Correspondent Lender is required to enter into a Program Loan Purchase Agreement

**NOW THEREFORE, BE IT**

**RESOLVED,** that the participation in the Program by the Correspondent Lender, in accordance with the requirements, terms and conditions of the aforesaid Correspondent Lender Loan Purchase Agreement, is hereby approved, and the application to the Housing Development Fund to participate in the Program and all other actions previously taken on behalf of the Correspondent Lender with respect to participation in the Program, are hereby ratified, confirmed and approved; and

**FURTHER RESOLVED,** that the form and substance of the Program Purchase Loan Agreement are hereby in all respects approved; and

**FURTHER RESOLVED,** that the President or any Vice President of the Correspondent Lender be and hereby is authorized, empowered and directed to execute and deliver, with or without the seal of the Correspondent Lender attached or affixed thereto, and is so attached or affixed, attested or unattested by the Secretary or any Assistant Secretary of the Correspondent Lender, for and in the name and on behalf of the Correspondent Lender, to the Housing Development Fund, the Program Loan Purchase Agreement and any and all other agreements, documents, instruments, certificates and other papers and to do all such acts and things as may be necessary or desirable to consummate the transactions authorized herein the otherwise to carry out the purpose and intent of these Resolutions all with such change or changes as the officer or officers executing the same may approve, such approval and the propriety and necessity thereof to be conclusively evidenced by the execution thereof by such officer or officers; and

**FURTHER RESOLVED**, that the Secretary or Assistant Secretary of the Correspondent Lender be and hereby is authorized and directed to certify and deliver to the Housing Development Fund copies of these Resolutions.

The undersigned does **HEREBY FURTHER CERTIFY** that the foregoing resolutions do not contravene any provisions of the bylaws of the charter, articles of incorporation or other governing instrument of the Correspondent Lender and that the foregoing resolutions have not been amended, rescinded or modified but are now in full force and effect.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and affixed the seal of the Correspondent Lender on \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Secretary

(Corporate Seal)