

Certificate of Authority and Specimen Signatures

I, _____, of _____
(Counsel or Secretary's Name) (Title) (Seller Name)

("Seller"), which is a _____ organized and existing
(Type of organization)

under the laws of _____, hereby certify that attached
(Jurisdiction)

Hereto is a true and correct copy of _____ resolution(s) (e.g. Enabling Resolution) duly
(# of)

adopted by the Board of Directors or similar governing body of Seller on _____
(Date(s))

and that ever since such resolution(s) has (have) been and is (are) now full force and effect.

I certify that, pursuant to such resolution(s), the individuals listed below are fully authorized and empowered to execute agreements, contracts and similar documents legally binding Seller with regard to the sale of mortgage loans to the California Housing Finance Agency (CalHFA). I also certify that the authority thereby conferred is not inconsistent or in conflict with the Certificate of Incorporation, Charter, By-Laws or other applicable governing documents of Seller's power and authority.

Signature

Name

Title

I also hereby certify that the specimen signatures set forth above next to each name are the true and genuine signatures of such persons and the CalHFA may conclusively rely on the accuracy, genuineness, and good faith of any written communication bearing any of the signatures set forth above. I also certify that the persons who signed the Certificate of Authority and Specimen Signatures set forth above were at the time of such signing and delivery and are now duly elected, qualified and acting as such officers.

This Certificate of Authority and Specimen Signatures supersedes all prior Certificate of Authority and Specimen Signatures.

In witness whereof, I have hereunto signed my name and affixed the seal of Seller this

_____, day of _____, _____.
(Day) (Month) (Year)

Name

Title

Signature