**SECRETARY'S CERTIFICATE**

 I, , do hereby certify that: I am the secretary of [Borrower Legal Name] (hereinafter called the "Corporation"), the following are true and correct copies of resolutions duly adopted by the Board of Directors[[1]](#footnote-1) of the Corporation at the special meeting held \_\_\_\_\_\_\_\_\_\_\_\_\_\_ , 20 , and entered in the minute book of the Corporation and none of the following resolutions has been rescinded or modified:

 RESOLUTIONS

1. RESOLVED that the Corporation borrow from the Federal Financing Bank ("FFB") an amount not to exceed [Loan Amount], to be guaranteed by the United States of America (the "Government"), acting through the Administrator of the Rural Utilities Service ("RUS"); and
2. RESOLVED that the corporation accept the terms and conditions which the Administrator of RUS has established for obtaining its guarantee of the FFB loan, as such terms and conditions are set forth; and
3. RESOLVED that the [Signatory Title of Borrower] is authorized on behalf of the Corporation to execute and deliver under its corporate seal, which the secretary is directed to affix and attest:
	1. as many counterparts respectively as shall be deemed advisable of an agreement with the Government, in the form of the RUS Loan Contract submitted to this meeting; and
	2. a note payable to FFB and guaranteed by RUS in the principal amount of[Loan Amount], substantially in the form of the FFB note submitted to this meeting; and
	3. the note payable to the Government, acting through the Administrator of RUS, substantially in the form of the Reimbursement Note submitted to this meeting; and
	4. as many counterparts as shall be deemed advisable of a Restated Mortgage and Security Agreement by and among the Corporation, the Government and [Supplemental Lender(s)], which, among other things, pledges all of the Corporation's property to secure notes payable to the Government in the aggregate principal amount not to exceed [Debt Limit]at any one time, and a financing statement, substantially in the form of the security instruments presented to this meeting; and
4. RESOLVED that the officers of the Corporation be, and each of them is authorized in the name and on behalf of the Corporation, to execute all such instruments, make all such payments and do all such other acts as in the opinion of the officer or officers acting may be necessary or appropriate in order to carry out the purposes and intent of the foregoing resolutions; and
5. RESOLVED, that [ (title(s) of corporate official(s) authorized) ] , and any official(s) authorized to act in such corporate position(s) and to perform the functions of such position(s) [is]/[are] authorized on behalf of the Borrower (a) to execute and deliver from time to time advance requests, maturity extension election notices, prepayment election notices and refinancing election notices, in the form of such instruments attached to the note payable to FFB, and (b) to specify information and select options as provided in such instruments.

 **I FURTHER CERTIFY THAT** each member of the Board of Directors of the Corporation was furnished with notice of said meeting in compliance with the bylaws of the Corporation.

 **I FURTHER CERTIFY THAT** the date of actual execution of the documents referred to above is , 20 .

 **I FURTHER CERTIFY THAT** the following are the names and signatures, respectively, of the officers of the Corporation identified below who validly held and occupied their respective positions on said date of actual execution of the documents.

Office Name Signature

Chairman

Vice Chairman

Secretary

Treasurer

 **IN WITNESS WHEREOF** I have hereunto set my hand and affixed the seal of the Corporation this day of , 20 .

 Secretary

(Corporate Seal)

**NOTE: See closing instructions for details on using this form.**

1. If the Borrower has trustees instead of directors, substitute "trustees" for "directors" throughout. [↑](#footnote-ref-1)