

**CERTIFIED COPY OF THE RESOLUTIONS ADOPTED BY THE
BOARD OF GOVERNORS OF**

I HEREBY CERTIFY that I am the duly elected Agent and keeper of the records of _____, a Minnesota limited liability company (the "Company"), that the following is a true and correct copy of Resolutions duly and unanimously adopted at a meeting of the Board of Governors of the Company on _____, 20____, all of the Governors being present and constituting a quorum for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Operating Agreement requirements of the Company; that such Resolutions do not conflict with any Operating Agreement of the Company nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this day, and have been entered upon the regular Minute Book of the Company, as of the aforementioned date, and that the Board of Governors of the Company has, and at the time of adoption of such Resolution, had, full power and lawful authority to adopt such Resolutions and to confer the powers thereby granted to the member(s) therein named who has (have) full power and lawful authority to exercise the same:

WHEREAS, on this _____ day of _____, 20____, there has been presented to this meeting of the Board of Governors of this Company a proposal for this Company to become a General Partner in a Minnesota partnership to be known as _____ (the "Partnership") further the proposed forms of the Partnership Agreement and Certificate of Partnership of the Partnership have been presented to the Board of Governors of this Company;

WHEREAS, on this ____ day of _____, 20____, there has been presented to this meeting of the Board of Governors of this Company a proposal for this Company to enter into the following agreements under the Section 811 Project Rental Assistance Demonstration Program for the housing development known as _____, located in _____, County, Minnesota, and more fully described in the legal description in **Exhibit A** attached hereto::

1. Agreement to Enter into a Section 811 Rental Assistance Contract (the "ARAC");
2. Rental Assistance Contract for a maximum annual contract commitment of \$ _____ (the "Contract"); and
3. Use Agreement

from the Minnesota Housing Finance Agency, a public body corporate and politic of the State of Minnesota, 400 Sibley Street, Suite 300, St. Paul, Minnesota 55101 (the "Agency").

NOW THEREFORE, be it resolved by the Board of Governors of the Company that the Company be and it hereby is authorized to establish and administer the ARAC and the Contract; and

BE IT FURTHER RESOLVED that _____, the _____, [and] [or] _____, the _____ of the Company be and they hereby are authorized and directed on behalf of the Company as a General Partner in the Partnership at any time and from time to

time hereafter and without further action by or authority or direction from the Board of Governors of the Company, to execute and deliver or cause to be executed and delivered the ARAC, the Contract and the Use Agreement, and all such other further agreements, assignments, statements, instruments, certificates and documents and to do or cause to be done all such other and further acts and things as such Members may determine to be necessary or advisable under or in connection with the ARAC, the Contract and the Use Agreement.

BE IT FURTHER RESOLVED, that the Agency is authorized to rely on the continuing force and effect of these Resolutions, until receipt by the Commissioner of the Agency at its principal office of notice in writing from the Company of any amendments or alterations thereto.

ATTEST:

Secretary

Dated: _____, 20__

(SEAL, if applicable)