CERTIFIED COPY OF THE RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF

____

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records and corporate seal of ___________________________________, a Minnesota corporation (the "Corporation"), that the following is a true and correct copy of Resolutions duly and unanimously adopted at a meeting of the Board of Directors of the Corporation on _______________, 20__, all of the Directors 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 by-law requirements of the Corporation; that such Resolutions do not conflict with any by-law of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this day, and have been entered upon the regular Minute Book of the Corporation, as of the aforementioned date, and that the Board of Directors of the Corporation 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 officer(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 Directors of this Corporation a proposal for the Corporation 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 Assistant 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 Directors of the Corporation that the Corporation 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 Corporation be and they hereby are authorized and directed on behalf of the Corporation at any time and from time to time hereafter and without further action by or authority or direction from the Board of Directors of the Corporation, 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 Officers 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 Corporation of any amendments or alterations thereto.

ATTEST:

________________________________ ________________________________
Secretary

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Dated: _____________, 20___

(SEAL, if applicable)