

**NOTE: The attached form document is provided for illustrative purposes only and should not be revised or relied on for any other purpose and is subject to further modification by the CDFI Fund. The exact terms and conditions of this document will be set forth in the final document that is executed by each party**

**CERTIFICATE OF OFFICER OF  
[QUALIFIED ISSUER]**

The undersigned, being the [TITLE OF OFFICER 1] of [QUALIFIED ISSUER] a [STATE] [CORPORATE STRUCTURE] (the “Qualified Issuer”), does hereby certify on behalf of the Qualified Issuer as follows:

1. All capitalized terms used herein without definition shall have the respective meanings therefor set forth in that certain Bond Loan Agreement, dated as of [CLOSING DATE] (the “Agreement”) by and between the [ELIGIBLE CDFI] (the “Borrower”) and [QUALIFIED ISSUER] (the “Qualified Issuer”) or in the Bond Trust Indenture referred to therein.

2. Attached hereto as Exhibit A is a true, correct and complete copy of the Certificate of Incorporation of Qualified Issuer, as in effect on the date hereof.

3. Attached hereto as Exhibit B is a true, correct and complete copy of the Certificate of Foreign Registration of Qualified Issuer in the District of Columbia, as in effect on the date hereof.

4. Attached hereto as Exhibit C is a true, correct and complete copy of the filing of the Qualified Issuer for qualification as a foreign [CORPORATION STRUCTURE] in the State of [STATE].

5. Attached hereto as Exhibit D is a true, correct and complete copy of the Bylaws of Qualified Issuer, as in effect on the date hereof.

6. Attached hereto as Exhibit E is a true, correct and complete copy of a certificate issued on [DATE] by the State of [STATE OF FORMATION] certifying that the Qualified Issuer is duly incorporated and in good standing in the State of [STATE] as of that date.

7. Attached hereto as Exhibit F is a true, correct and complete copy of a certificate issued on [DATE] by the Department of Consumer and Regulatory Affairs of the District of Columbia certifying that the Qualified Issuer is a qualified foreign entity registered to do business in the District of Columbia and in good standing in the District of Columbia as of that date.

8. Attached hereto as Exhibit G is a true, correct and complete copy of a certificate issued on [DATE] by the [STATE] [STATE AGENCY] certifying that [QUALIFIED ISSUER]

is duly authorized to transact business in the State of [STATE] and in good standing in the State of [STATE] as of that date.

9. Attached hereto as Exhibit H is a true, correct and complete copy of the resolution of the Board of Directors of the Qualified Issuer adopted [DATE], authorizing the execution and delivery of the documentation relating to the CDFI Bond Guarantee Program (the “Program”) for the Borrower, and the authorization of all acts incidental thereto. The resolutions set forth therein have not been amended, supplemented or rescinded, and remain in full force and effect on the date hereof.

10. No default, event of default, or due and unsatisfied liability has occurred and is continuing with respect to any obligations of the Qualified Issuer to the CDFI Fund, the Guarantor, the Bond Purchaser, the U.S. Internal Revenue Service or any other agency, authority or instrumentality of the United States government.

11. The Qualified Issuer has complied with all the provisions of:

(a) that certain Agreement to Guarantee, dated as of [CLOSING DATE] by and between [ASSIGNOR QUALIFIED ISSUER] (the “Assignor Qualified Issuer”) and the Secretary of the Treasury (the “Agreement to Guarantee”);

(b) that certain Assignment and Performance Guarantee Agreement and Consent to Assignment, dated as of [CLOSING DATE] by and between the Assignor Qualified Issuer, the Qualified Issuer, and the Secretary of the Treasury (the “Assignment and Performance Guarantee”); and

(c) the Bond Documents and all applicable provisions of the Act.

12. The certifications, representations and warranties that set forth in the Guarantee Application are true, correct, and complete in all material respects.

13. The Qualified Issuer, following due inquiry, has not determined that there has occurred any material adverse change since the submission of the Guarantee application, in the business, operations, assets, liabilities (contingent or otherwise) or financial condition of the Assignor Qualified Issuer, except as has been disclosed in writing to the Guarantor prior to the Bond Issue Date.

(Remainder of page intentionally left blank)

14. Set forth below are the names and titles of the duly elected, qualified and acting officers of the Qualified Issuer, each such person presently holding the office set forth opposite his name, and the signatures appearing opposite the respective names of those officers who are executing any of the documents to be delivered in connection with the Program for the Borrower on behalf of the Qualified Issuer are the genuine signatures of such officers:

| Name   | Officer | Signature |
|--------|---------|-----------|
| [NAME] | [TITLE] |           |
| [NAME] | [TITLE] |           |

(Signature page follows)

IN WITNESS WHEREOF, I have duly executed this Certificate as of this \_\_\_\_\_ day  
of \_\_\_\_\_, 2014.

\_\_\_\_\_  
[NAME OF OFFICER 1], [TITLE]

The undersigned hereby certifies that he/she is the duly elected, qualified and acting  
[TITLE OF OFFICER 2] of [QUALIFIED ISSUER], and hereby certifies that [NAME OF  
OFFICER 1] is the duly elected, qualified and acting [TITLE OF OFFICER 1] of [QUALIFIED  
ISSUER], and that the above signature is his/her genuine signature.

Dated: \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
[NAME OF OFFICER 2], [TITLE]

[Signature page to Certificate of Officer of Qualified Issuer]

**EXHIBIT A**

**CERTIFICATE OF INCORPORATION OF QUALIFIED ISSUER**

**EXHIBIT B**

**CERTIFICATE OF FOREIGN REGISTRATION OF QUALIFIED ISSUER  
IN THE DISTRICT OF COLUMBIA**

**EXHIBIT C**

**FILING OF QUALIFIED ISSUER FOR QUALIFICATION AS A FOREIGN  
[CORPORATE STRUCTURE] IN THE STATE OF [STATE]**

**EXHIBIT D**

**BYLAWS OF QUALIFIED ISSUER**

**EXHIBIT E**

**GOOD STANDING CERTIFICATE OF THE QUALIFIED ISSUER  
IN THE STATE OF [FORMATION STATE]**

**EXHIBIT F**

**DISTRICT OF COLUMBIA CERTIFICATE OF  
FOREIGN CORPORATION REGISTRATION**

**EXHIBIT G**

**STATE OF [STATE] CERTIFICATE OF GOOD STANDING**

**EXHIBIT H**

**RESOLUTION OF QUALIFIED ISSUER RELATING TO  
CDFI BOND GUARANTEE PROGRAM**