# OD-Form 3

## RESOLUTION OF THE BOARD OF DIRECTORS OF

**[NAME OF CORPORATION]**

**[All of the directors of** / **A** **majority of the directors]** of **[Name of corporation],** a California **[nonprofit /** **public benefit]** corporation (the “Corporation”), hereby consent to, adopt, and ratify the following resolutions:

### National Housing Trust Fund

WHEREAS the State of California Department of Housing and Community Development (the "Department") have issued a Notice of Funding Availability dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(“NOFA”) and Amended **[month, day, year]**, under the National Housing Trust Fund (“NHTF”) Program;

WHEREAS, the Corporation is authorized to do business in the State of California and it is in the best interests of the Corporation for the Corporation to act as the **[sole member/manager/managing member]** of (the “LLC”) the **[sole/managing/administrative]** general partner of (the “Borrower”).

WHEREAS the Corporation is an eligible applicant/recipient under the NHTF Program and was awarded an NHTF Program loan in an amount not to exceed $ (“NHTF Loan”**)** under the NOFA.

IT IS NOW RESOLVED: That the Corporation is hereby authorized and directed to act on its own behalf, to act as the **[sole member/manager/managing member**] of the LLC, and where the LLC will act as the **[sole/managing/administrative]** general partner of the Borrower in connection with the NHTF Loan.

RESOLVED FURTHER: The Corporation is hereby authorized and directed to

act on its own behalf, to act as the **[sole member/manager/managing member]** of the LLC, and where the LLC will act as the **[sole/managing/administrative]** general partner of the Borrower to cause the Borrower to incur an obligation for the NHTF Loan.

That in connection with the NHTF Loan, the Corporation, on its own behalf and as **[sole member/manager/managing member]** of the LLC, which will act as the **[sole/managing/administrative]** general partner of the Borrower, is authorized and directed to enter into, execute, and deliver a State of California Standard Agreement in the amount not to exceed $ and any other documents required or deemed necessary or appropriate to carry into effect the full intent and purpose of the above resolution, to evidence the NHTF Loan, the Borrower's obligations related thereto, and the Department's security therefore; including, but not limited to, a promissory note, a deed of trust and security agreement, a regulatory agreement and certain other documents required by the Department as security for, evidence of or pertaining to the NHTF Loan, and all amendments thereto (collectively, the "NHTF Loan Documents").

RESOLVED FURTHER: The Corporation shall be subject to the terms and conditions as specified in the Standard Agreement(s).

RESOLVED FURTHER: That **[Name(s) and Title(s) of Corporate Officer(s)]** **[is/are]** hereby authorized to execute the NHTF LoanDocuments**,** and any amendment or modifications thereto, on behalf of the Corporation for itself and as the **[sole member/manager/managing member]** of the LLC where the LLC will act as the **[sole/managing/administrative]** general partner of the Borrower.

RESOLVED FURTHER: That this resolution shall take effect immediately upon its passage. Passed and adopted, effective as of , 20 , by the consent of the Board of Directors of the Corporation by the following vote:

AYES NAYS

#### ABSTAIN ABSENT

##### [Name] [Title]

### CERTIFICATE OF THE SECRETARY

The undersigned, Secretary of the Corporation does hereby attest and certify that the **[foregoing / attached]** Resolution is a true, full, and correct copy of a resolution duly adopted at a meeting of said corporation which was duly convened and held on the date stated thereon, and that said document has not been amended, modified, repealed, or rescinded since its date of adoption and is in full force and effect as of the date hereof.

DATE:

[Name] Secretary