

CERTIFICATE OF RESOLUTION

I, Shirley A. Brown, the undersigned, hereby certify that I am the Secretary of the Austin Housing Finance Corporation, a public, non-profit corporation duly organized and existing under Chapter 394, Texas Local Government Code (the "Austin HFC") and authorized to deliver this Certificate.

I further certify that at a meeting of the Austin HFC Board of Directors, duly and legally called and held in accordance with the laws of the State of Texas and the Bylaws of Austin HFC on 4 November 2004, at which meeting a quorum was present and voting throughout, **Resolution No. 041104-2**, attached to this certificate and by this reference incorporated in it, was duly adopted, and such Resolution is now in full force and effect and has not been amended, modified or revoked.

IN WITNESS WHEREOF, I subscribe my name and affix the seal of the Austin HFC on 9th November 2004.

By: Shirley A. Brown
Shirley A. Brown
Secretary

