

CERTIFICATE OF SECRETARY

I, the undersigned, duly elected Secretary of _____, a _____ Corporation does hereby certify that the following resolutions were duly and properly adopted by the Board of Directors of the Corporation in accordance with the laws of the state of its incorporation and the Corporation's articles of incorporation and bylaws on _____, _____ and these resolutions have not been rescinded or amended as of the date hereof.

RESOLVED, that the Corporation shall enter into the Correspondent Agreement ("Agreement") dated _____, _____ between the Corporation and Exchange Financial Corporation which shall be substantially in the form presented to this meeting, a copy of which is attached.

RESOLVED, that the board of Directors authorizes and directs the President or Vice President of the corporation to execute and enter into the agreement on behalf of the Corporation.

_____	_____	_____
(Name of Officer)	(Signature)	(Title of Officer)
_____	_____	_____
(Name of Officer)	(Signature)	(Title of Officer)
_____	_____	_____
(Name of Officer)	(Signature)	(Title of Officer)
_____	_____	_____
(Name of Officer)	(Signature)	(Title of Officer)

RESOLVED, that these officers be, and they hereby are authorized and empowered to take such steps and do all such acts and things as may be necessary and proper to carry out the purposes of the Agreement, and the performance and observance by this Corporation at all times while the Agreement shall be in effect, of all covenants, conditions, warranties and obligations arising under the Agreement, including, but not limited to the making and execution of any necessary or desirable instruments, certificates, affidavits, or other documents in connection with the Agreement, and from time to time to take any and all action to make, execute, verify, file and deliver any necessary instruments and to do any and all other acts and things which they or any of them shall deem necessary or advisable connection with the Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of this corporation on this _____ day of _____, _____

Secretary /

(CORPORATE SEAL)

STATE OF _____)
COUNTY OF _____)

On the _____ day of _____, _____ before me personally appeared _____, who being by me duly sworn did depose and say that he/she executed the foregoing Certificate of Resolution.

Notary Public