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**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF**

VENDOR RESOURCE MANAGEMENT, INC.

WHEREAS, the Board of Directors of Vendor Resource Management, Inc., ("VRM"), a Texas Corporation, (the "Corporation"), does hereby adopt the following resolutions by written consent;

WHEREAS, pursuant to Section 21.415 of the Texas Business Corporation Act, as amended, and the Bylaws of the Corporation;

WHEREAS, certain REO and Portfolio Servicing Contract ("RPSC"), contract number: VA798-12-C-0012 with the United States Department of Veterans Affairs (the "VA"), to act as the Prime Contractor providing services to the VA for its loan portfolio and real estate owned portfolio, a copy of which is attached hereto as Exhibit A and incorporated by reference herein;

WHEREAS, the REO and Portfolio Servicing Contract ("RPSC") number: VA119A-17-C-0062 with the United States Department of Veterans Affairs (the "VA") was modified to include Inter-agency Agreement AGVA-1517, hereafter known as the IAA, between the VA and the United States Department of Agriculture (the "USDA"), granting Vendor Resource Management, Inc., authority to act as a contractor providing property managing services to the USDA for its real estate owned portfolio, a copy of which is attached hereto as Interagency Agreement AGVA-1517 and incorporated by reference herein;

WHEREAS, pursuant to the Code of Federal Regulations, Title 38 Section 36.4345(f)(1) and (2) as follows:

1) Authority is hereby delegated to the officers, designated in paragraph (f)(2) of this section, of the entity performing property management and sales functions under a contract with the Secretary to execute on behalf of the Secretary all documents necessary for the management and sales of residential real property acquired by the Secretary pursuant to 38 U.S.C. chapter 37. Documents executed under this paragraph include but are not limited to: Sales contracts, deeds, documents relating to removing adverse occupants, and any documents relating to sales closings. The authorization to execute deeds is limited to deeds other than general warranty deeds.

(2) The designated officers are:

- (i) Senior Vice President;
- (ii) Vice President;
- (iii) Assistant Vice President;
- (iv) Assistant Secretary;
- (v) Director;
- (vi) Senior Manager; and
- (vii) Regional Manager.

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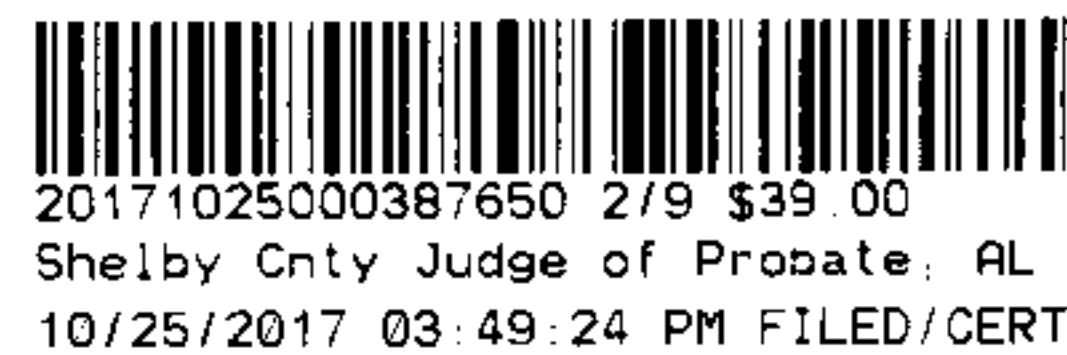


WHEREAS, pursuant to the Code of Federal Regulations, Title 38 Section 36.4345(e) as follows:

- (1) Authority is hereby delegated to the officers, designated in paragraph (e)(2) of this section, of the entity performing loan servicing functions under a contract with the Secretary to execute on behalf of the Secretary all documents necessary for the servicing and termination of a loan made or acquired by the Secretary pursuant to 38 U.S.C. chapter 37 (other than under subchapter vi of that chapter). Documents executed under this paragraph include but are not limited to: Loan modification agreements, notices of default and other documents necessary for loan foreclosure or termination, notices of appointment or substitution of trustees under mortgages or deeds of trust, releases or satisfactions of mortgages or deeds of trust, acceptance of deeds-in-lieu of foreclosure, loan assumption agreements, loan assignments, deeds tendered upon satisfaction or conversion of an installment land sales contract, and documents related to filing, pursuing and settling claims with insurance companies relating to hazard coverage on properties securing loans being serviced.

- (2) The designated officers are:

- (i) Vice President;
- (ii) Assistant Vice President; and
- (iii) Assistant Secretary.

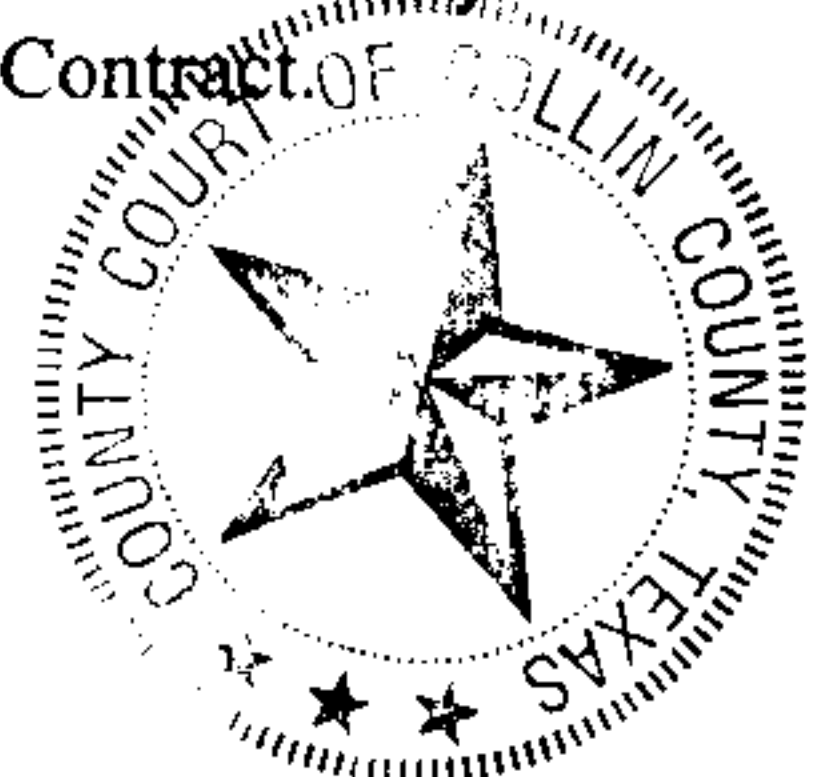


WHEREAS, In accordance with 38 CFR §36.4345 and all other applicable obligations, the delegated officers are hereby delegated authority to execute on behalf of the VA all documents necessary for the management and sales of residential real property acquired by the VA;

WHEREAS, In accordance with 38 CFR §36.4345 those documents include but are not limited to sales contracts, deeds, documents relating to removing adverse occupants, and any documents relating to sales closings;

WHEREAS, In accordance with 38 CFR §36.4345(e)(1) documents executed under this paragraph include but are not limited to: Loan modification agreements, notices of default and other documents necessary for loan foreclosure or termination, notices of appointment or substitution of trustees under mortgages or deeds of trust, releases or satisfactions of mortgages or deeds of trust, acceptance of deeds-in-lieu of foreclosure, loan assumption agreements, loan assignments, deeds tendered upon satisfaction or conversion of an installment land sales contract, and documents related to filing, pursuing and settling claims with insurance companies relating to hazard coverage on properties securing loans being serviced;

WHEREAS, the Operations team will issue procedures that all signatories will only execute such documents to be in compliance with 38 CFR §36.4345 and the Prime Contract.



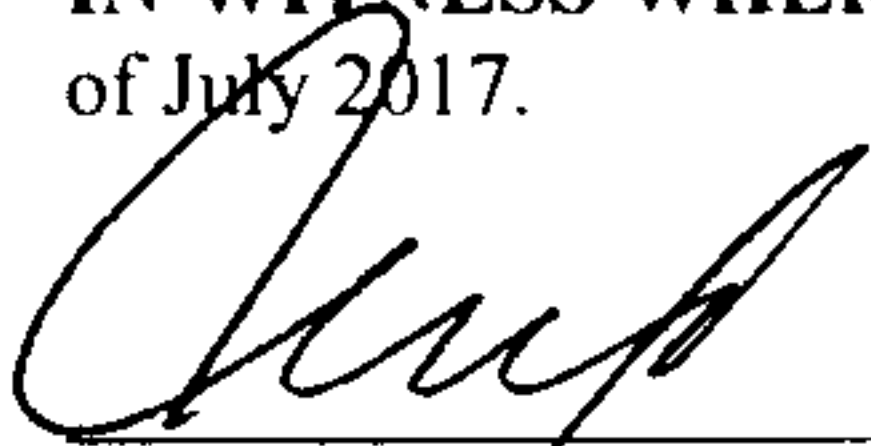
NOW, THEREFORE, BE IT RESOLVED, that the following officers of the Corporation and the titles associated with their name on Exhibit B of attached are designated as authorized signors pursuant to the Prime Contract;

RESOLVED FURTHER, that the attached named individuals shall be designated until otherwise reappointed, or because of death, resignation, removal from the VA account, disqualification, removed by Board, or any other cause;

RESOLVED, FURTHER, that this written consent may be executed in any number of counterparts with the same effect as if all of the undersigned had signed the same document, and all counterparts shall be construed together and shall constitute one written consent; and

RESOLVED, FURTHER, that this written consent may be delivered to the Corporation by facsimile and, upon such execution and delivery, shall have the same force and effect as an original.

IN WITNESS WHEREOF, the undersigned have set his hand hereto effective as of the 1st day of July 2017.



Keith D. Murray
Chairman


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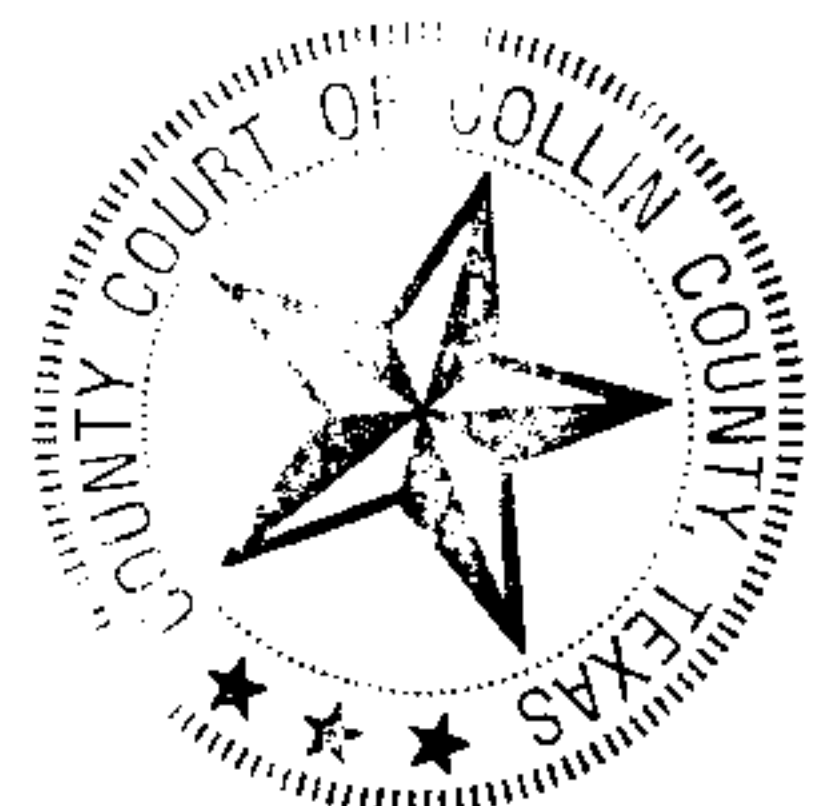
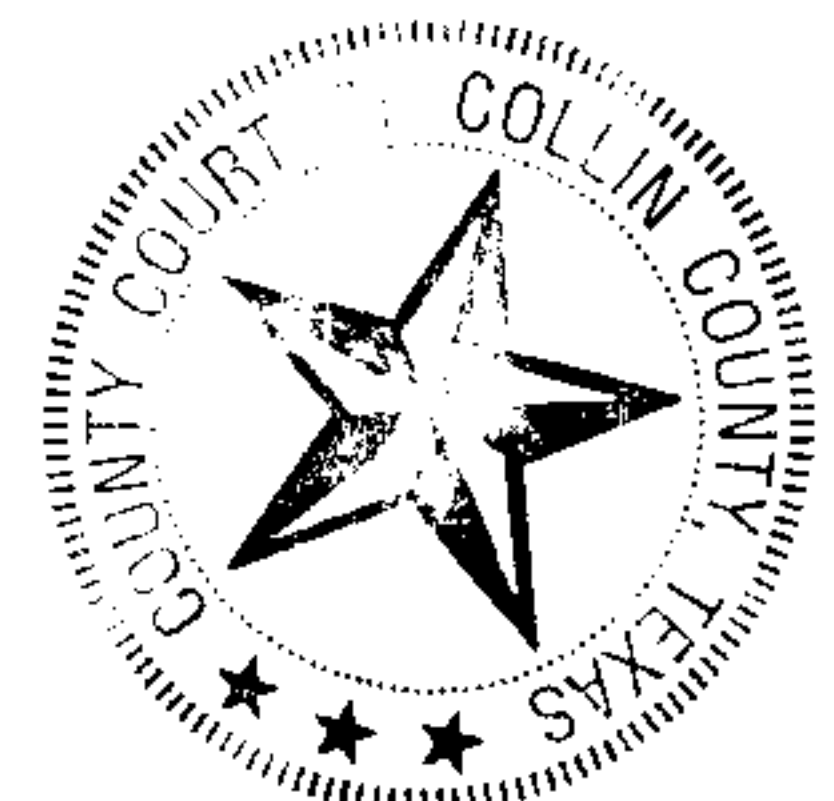


EXHIBIT A RPSC

SOLICITATION/CONTRACT ORDER FOR COMMERCIAL ITEMS OFFEROR TO COMPLETE BLOCKS 12, 17, 23, 24, & 30				PAGE 1 OF 12	
1. CONTRACT NO. VAL15B-17-C-0043		2. APPROVED DATE 6/20/17		3. OFFER NO. VAL15B-17-C-0010	
4. FOR INFORMATION INFORMATION CALL: Strategic Acquisition Center		5. OFFER NO. 248-215-1676		6. OFFER DATE 6/20/17	
7. ADDRESS Strategic Acquisition Center - Frederick Department of Veterans Affairs 321 Ballinger Center Drive, Suite 125 Frederick MD 21703		8. THE CONTRACT IS ☐ SUPPLY CONTRACT ☐ SERVICE CONTRACT ☐ OTHER ☐ OTHER CONTRACT ☐ OTHER CONTRACT ☐ OTHER CONTRACT			
9. DELIVERY PERIOD DELIVERED BLOCK 12		10. DELIVERY PERIOD DELIVERED BLOCK 12		11. DELIVERY PERIOD DELIVERED BLOCK 12	
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DEPARTMENT OF VETERANS AFFAIRS
VA Central Office
Portfolio Loan Oversight Unit
3401 West End
Nashville, TN 37203

February 21, 2017

TO: Whom it may concern

SUBJECT: Vendor Resource Management's (VRM) Authority to Sign Legal Documents for VA

This is to advise you, on behalf of the Secretary of Veterans Affairs, that Vendor Resource Management (VRM) is the current REO and loan servicer for the Department of Veterans Affairs' (VA's) portfolio of properties for sale and home loans. Accordingly, VRM is responsible for the full range of property acquisition, management and resale and loan servicing activities. This includes actions for possession, contracts of sale and offers to purchase, and all other documents relating to the management and marketing of VA acquired properties. The signature authority is found at 38 CFR 36.4345e and 4345f, as well as in VA's servicing agreement with VRM.

Please consider this my authorization, as an Officer of the U.S. Department of Veterans Affairs, on behalf of the Secretary of Veterans Affairs, for you to accept the documents prepared and executed by VRM, on behalf of VA in this matter. My authority to sign for the Secretary is found in 38 CFR 36.4345b.

Thank you for your cooperation with the Department of Veterans Affairs and Vendor Resource Management.

Sincerely,

Scott Hiatt
Chief, Contract Assurance Unit
VA Loan Guaranty
(615) 695-6447

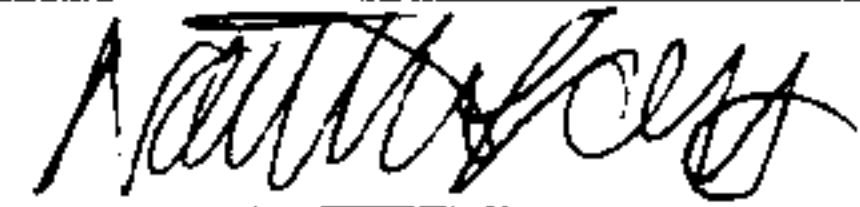
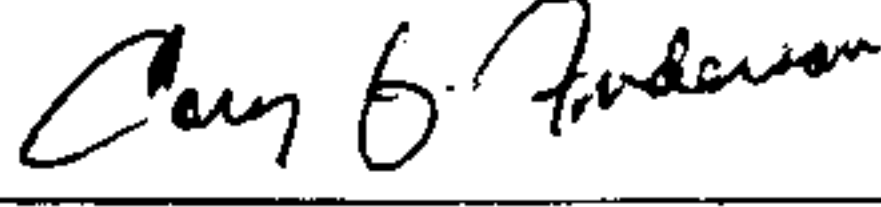
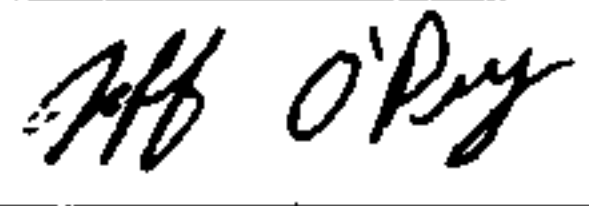
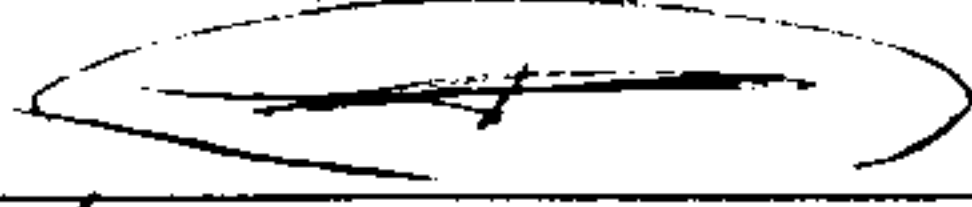
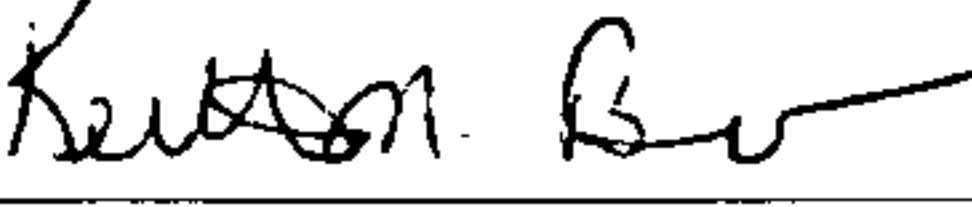


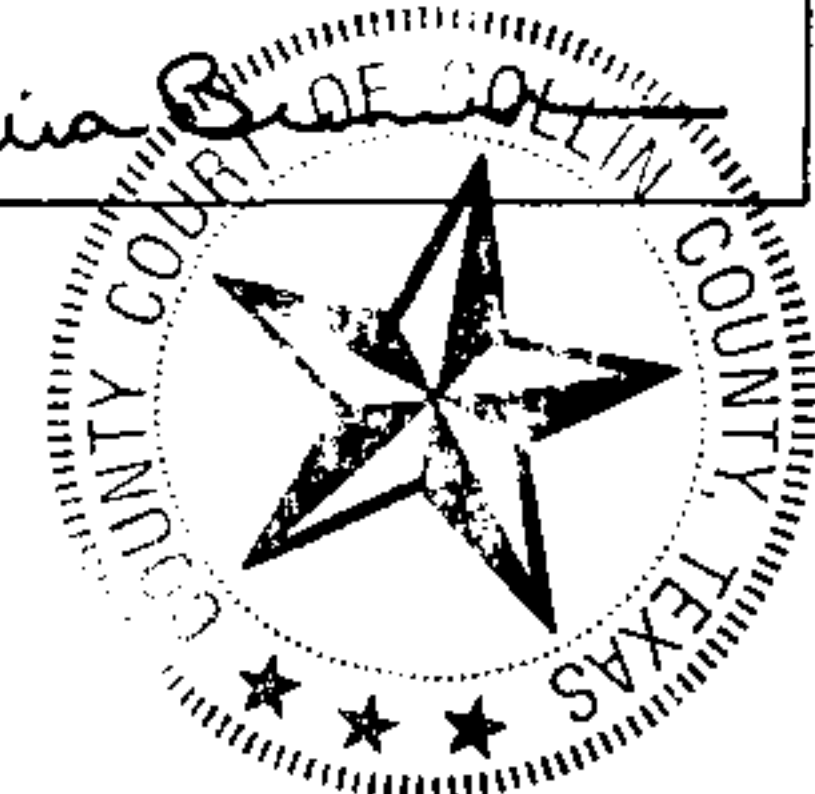
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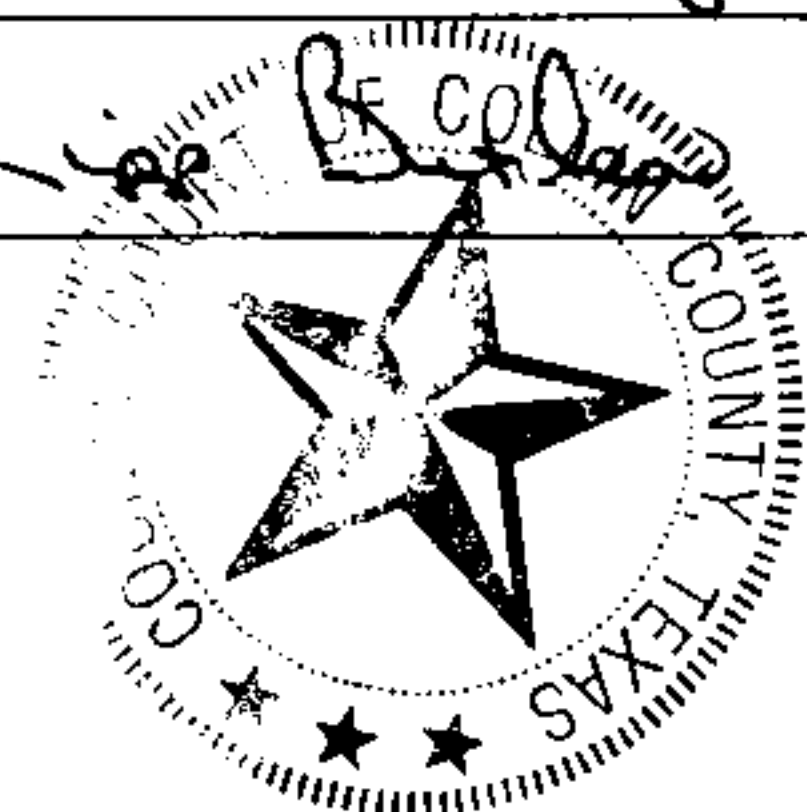
EXHIBIT B
Signors

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Brad Blancett	Vice President	
Michelle Hart	Asset Manager, AKA Assistant Vice President	
Jody Gantt	Asset Manager, AKA Assistant Vice President	
Tara Dugger	Asset Manager, AKA Assistant Vice President	
Nathan Ivey	Asset Manager, AKA Assistant Vice President	
Neal Armove	Asset Manager, AKA Assistant Vice President	
Tameka Alexander	Asset Manager, AKA Assistant Vice President	
Cory Anderson	Sales Operations Manager, AKA Assistant Vice President	
Jeffrey O'Pry	Asset Manager, AKA Assistant Vice President	
Garrett Miller	Asset Manager, AKA Assistant Vice President	
Sharon S. Weber	Asset Manager, AKA Assistant Vice President	
Charles Lunger	Asset Manager, AKA Assistant Vice President	
Javier A. Torres	Asset Manager, AKA Assistant Vice President	
Keith Byars	Asset Manager, AKA Assistant Vice President	
Feild Patten	Asset Manager, AKA Assistant Vice President	
Julia Kolarov	Asset Manager, AKA Assistant Vice President	
David Benskey	Asset Manager, AKA Assistant Vice President	
Adria Brennan	Senior Director, AKA Assistant Vice President	



Denise Daniel	Title Manager, AKA Assistant Vice President	<i>Denise Daniel</i>
Pennie Clayton	Title Specialist, AKA Assistant Vice President	<i>Pennie Clayton</i>
Rebecca Juarez	Title Specialist, AKA Assistant Vice President	<i>Rebecca Juarez</i>
Celeste Dilley	Title Specialist, AKA Assistant Vice President	<i>Celeste Dilley</i>
Carla Calhoun	Title Specialist, AKA Assistant Vice President	<i>Carla Calhoun</i>
Gini Stewart	Title Specialist, AKA Assistant Vice President	<i>Gini Stewart</i>
Alana Strother	Title Specialist, AKA Assistant Vice President	<i>Alana Strother</i>
Kathryn Daniel	Title Specialist, AKA Assistant Vice President	<i>Kathryn Daniel</i>
Katina Wren	Closing Specialist, AKA Assistant Vice President	<i>Katina Wren</i>
Lisa Kelley	Closing Manager, AKA Assistant Vice President	<i>Lisa Kelley</i>
Lillian Vaughan	Closing Specialist, AKA Assistant Vice President	<i>Lillian Vaughan</i>
Michelle Murphy	Closing Specialist, AKA Assistant Vice President	<i>Michelle Murphy</i>
Rhonda Canada	Closing Specialist, AKA Assistant Vice President	<i>Rhonda Canada</i>
Gene Fisher	Closing Specialist, AKA Assistant Vice President	<i>Gene Fisher</i>
Ja'Coby Stennett	Closing Specialist, AKA Assistant Vice President	<i>Ja'Coby Stennett</i>
Tashemia Brown	Closing Specialist, AKA Assistant Vice President	<i>Tashemia Brown</i>
Lourdes Hillebrand	Closing Specialist, AKA Assistant Vice President	<i>Lourdes Hillebrand</i>
Melissa Lee	Senior Ops Manager, AKA Assistant Vice President	<i>Melissa Lee</i>
Donna Wood	Vice President	<i>Donna Wood</i>
Larry Ginechese	HOA / Tax Manager II, AKA Assistant Vice President	<i>Larry Ginechese</i>
Travis Ivory	HOA/Tax Team Lead, AKA Assistant Vice President	<i>Travis Ivory</i>
Kipp Butler	Senior Operations Manager, AKA Assistant Vice President	<i>Kipp Butler</i>



Joe Morrow	Senior Vice President	<i>Joe Morrow</i>
Jacob Bass	Senior Manager, AKA Assistant Vice President	<i>Jacob Bass</i>
Jay Lenehan	Senior Operations Manager, AKA Assistant Vice President	<i>Jay Lenehan</i>
Jennifer Cowan	Operations Manager, AKA Assistant Vice President	<i>Jennifer Cowan</i>
Charlie Karl	Operations Manager, AKA Assistant Vice President	<i>Charlie Karl</i>
Alana Strother	Litigation/Eviction Senior Specialist, AKA Assistant Vice President	<i>Alana Strother</i>
Kandi Gazley	Preservation/Repair Specialist, AKA Assistant Vice President	<i>Kandi Gazley</i>
John Ekes	Preservation/Repair Specialist, AKA Assistant Vice President	<i>John Ekes</i>
Karen Lucas	Preservation/Repair Specialist, AKA Assistant Vice President	<i>Karen Lucas</i>
Jared Green	Preservation/Repair Specialist, AKA Assistant Vice President	<i>Jared Green</i>
Chuck McCrone	Preservation/Repair Specialist, AKA Assistant Vice President	<i>Chuck McCrone</i>
Carlene Njoku	Eviction Specialist, AKA Assistant Vice President	<i>Carlene Njoku</i>
Carina Miller	Asset Manager, AKA Assistant Vice President	<i>Carina Miller</i>


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Stacey Kemp



THE STATE OF TEXAS
COUNTY OF COLLIN

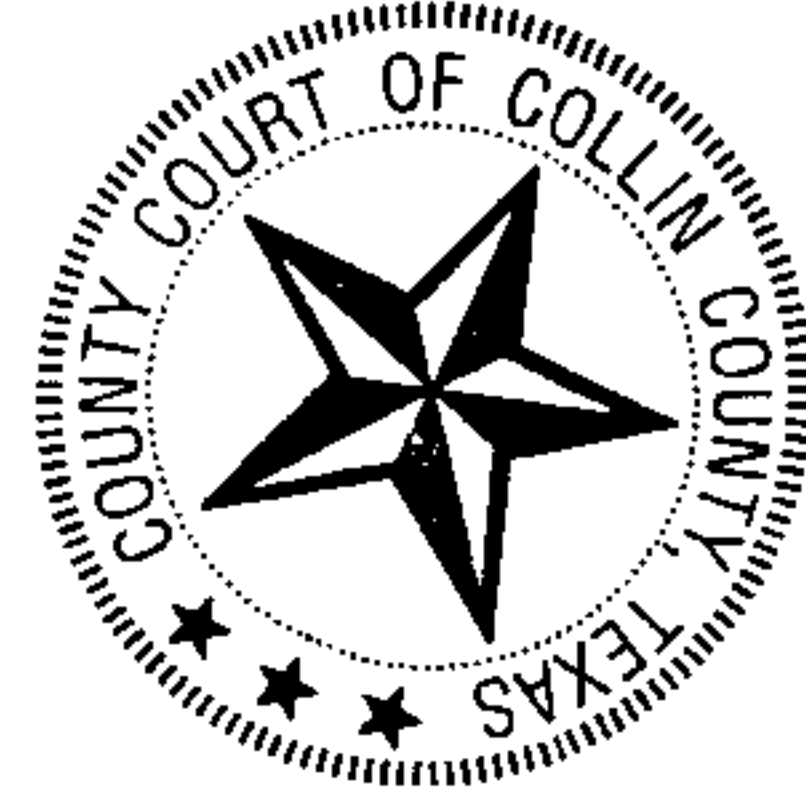
I, Stacey Kemp County Clerk,
Court Collin County, Texas

Do hereby certify that the foregoing instrument of writing is
a full, true and correct copy of the instrument as filed for
record in my office the 17 day of July, 20 17
No 20170707000 012840

Witness my hand and official seal at my office in McKinney,
Texas, this 17 day of July, 20 17

Stacey Kemp Collin County Clerk
Collin County, Texas

By Carol, Deputy



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