

**ATTACHMENT 28B: CERTIFICATE REGARDING QUALIFICATION FOR THE NON-PROFIT SET-ASIDE
(WHEN NON-PROFIT(S) FORMED A CORPORATION TO BE SOLE GENERAL PARTNER OR
SOLE MANAGING MEMBER OF DEVELOPMENT OWNER)**

Development Name: _____(the "Development")
Development Address: _____
Ownership Entity: _____(the "Development Owner")
Non-Profit: _____(the "Nonprofit")
Corporation: _____(the "Corporation")

Under penalty of perjury, the undersigned, _____, hereby certifies as follows:

1. I am the _____ of Nonprofit and, as such, I have direct knowledge of the matters contained in this Certificate and am duly authorized to provide the certifications and representations contained herein to the Tennessee Housing Development Agency ("THDA") in connection with the Initial Application (as defined below).
2. This Certificate is provided with respect to the status of Nonprofit as a qualified nonprofit organization, as defined in Section 42(h)(5) of the Internal Revenue Code of 1986, as amended (the "Code") and in the Tennessee Housing Development Agency 2019-2020 Low-Income Housing Credit Qualified Allocation Plan (the "2019-2020 QAP") and the status of Corporation as a "qualified corporation" under Section 42(h)(5)(D) of the Code in connection with an Initial Application of even date herewith (the "Initial Application") submitted to THDA requesting an allocation of 2020 Low-Income Housing Credits ("Housing Credits") for the Development from the Non-Profit Set-Aside pursuant to the Code and the 2019-2020 QAP (the "Non-Profit Set-Aside").
3. I acknowledge that, under Tennessee Code Annotated, Section 13-23-133, it is a Class E felony for any person to knowingly make, utter or publish a false statement of substance for the purpose of influencing THDA to allow participation in any of its programs, including the Low-Income Housing Credit Program (the "Housing Credit Program"). I further acknowledge that the statements contained in this Certificate are statements of substance made for the purpose of influencing THDA to allow participation in the Housing Credit Program by awarding Low-Income Housing Credits to the Development as proposed in the Initial Application of which this Certificate is a part.
4. I have been involved in the preparation of the Initial Application and intend to submit the Initial Application, including this Certificate, to THDA for the purpose of participating in the Housing Credit Program.
5. I acknowledge and agree that the truthfulness and accuracy of the statements contained in this Certificate will be solely relied upon by THDA in determining whether the Development, as proposed in the Initial Application, is eligible for an award of Housing Credits from the Non-Profit Set-Aside.
6. All disclosures and statements contained in the Initial Application are true and correct.
7. Check the box that applies and complete required information:
 - Nonprofit owns 100% of the stock in Corporation and Corporation [owns all of the general partnership interests/is the sole managing member] of Development Owner.
 - Nonprofit owns 100% of the stock in Corporation and Corporation will, prior to the reservation of Housing Credits, [own all of the general partnership interests/be the sole managing member] of the Development Owner; however, Development Owner has not yet been formed.
8. Nonprofit is not authorized to and will not transfer any stock in Corporation to any person or entity who is not a qualified nonprofit as defined in Section 42(h)(5) of the Code and in the 2019-2020 QAP.
9. Nonprofit was organized under the laws of the State of _____ on _____ and is currently existing under the laws of such State.

10. Check the box that applies, complete required information and attach required documentation:
- Attached hereto as Exhibit A is a true, correct, and complete certificate of existence for Nonprofit from the Tennessee Secretary of State dated not more than thirty (30) days prior to the date of the Initial Application.
 - Attached hereto as Exhibit A is a true, correct, and complete certificate of existence for Nonprofit from the Secretary of State of _____, the State in which Nonprofit was organized, together with other documentation from such Secretary of State indicating that Nonprofit is in good standing under the laws of such State and a certificate from the Tennessee Secretary of State indicating that Nonprofit is qualified to do business in Tennessee, all dated not more than thirty (30) days prior to the date of the Initial Application.
11. Attached hereto as Exhibit B is a true, correct, and complete copy of the determination letter dated _____ from the Internal Revenue Service issued to Nonprofit indicating that Nonprofit is recognized as an organization described in [Section 501(c)(3)/Section 501(c)(4)] of the Code and is exempt from federal income tax under 501(a) of the Code (the "Determination Letter").
12. The Determination Letter has not been modified or revoked.
13. At all times since the date of the Determination Letter, Nonprofit has operated in a manner consistent with all requirements for continuing its tax-exempt status.
14. Since the date of the Determination Letter, no event has occurred, and Nonprofit has not participated in any transaction or business activity that might cause Nonprofit to fail to meet all requirements for continuing its tax-exempt status.
15. Since the date of the Determination Letter, Nonprofit has not received any notice or communication from the Internal Revenue Service raising any issue regarding or questioning in any way the tax-exempt status of Nonprofit.
16. Nonprofit was not formed by one or more individuals or for-profit entities for the principal purpose of being included in the Non-Profit Set-Aside.
17. Nonprofit is not controlled by any for-profit entity.
18. Nonprofit is not affiliated with any for-profit entity, except Corporation and Development Owner.
19. No staff members, officers or members of the board of directors of Nonprofit will materially participate, directly or indirectly, in the Development as or through a for-profit entity, except through Corporation and Development Owner.
20. One of the exempt purposes of Nonprofit is the fostering of low-income housing.
21. Attached hereto as Exhibit C is a true, correct, and complete copy of the Articles of Incorporation, Charter and By-Laws of Nonprofit, all of which demonstrate that one of the exempt purposes of Nonprofit is the fostering of low-income housing.
22. Nonprofit has been continuously engaged in the business of developing and building low-income rental housing in Tennessee and must have been so engaged at all times since January 1, 2018
23. Nonprofit is authorized to own 100% of the stock of Corporation for the purpose of materially participating (within the meaning of Section 469(h) of the Code), and, through the Corporation, will materially participate in the development and operation of the Development throughout the compliance period.

24. Corporation is authorized to and will materially participate in the development and operation of the Development on a regular, substantial and continuous basis through the following activities (list all activities Corporation will undertake in connection with the development and operation of the Development):

25. Corporation was organized under the laws of the State of _____ on _____ and is currently existing under the laws of such State.

26. Check the box that applies, complete required information and attach required documentation:

- Attached hereto as Exhibit D is a true, correct, and complete certificate of existence for Corporation from the Tennessee Secretary of State dated not more than thirty (30) days prior to the date of the Initial Application.
- Attached hereto as Exhibit D is a true, correct, and complete certificate of existence for Corporation from the Secretary of State of _____, the State in which Corporation was organized, together with other documentation from such Secretary of State indicating that Corporation is in good standing under the laws of such state and a certificate from the Tennessee Secretary of State indicating that Corporation is qualified to do business in Tennessee, all dated not more than thirty (30) days prior to the date of the Initial Application.

27. One hundred percent (100%) of the stock of Corporation is owned by Nonprofit.

28. Check the box that applies and provide the required information:

- The existing partnership agreement of Development Owner and/or the existing operating agreement for the Development, true, correct and complete copies of which are attached as Exhibit E, do not provide for other [general partners/managing members] of Development Owner.
- The proposed partnership agreement of Development Owner and/or the proposed operating agreement for the Development, true, correct and complete forms of which are attached as Exhibit E, will not provide for other [general partners/managing members] of Development Owner.

Typed or printed name

Signature

THIS CERTIFICATE MUST BE EXECUTED BY THE SIGNATORY IN AN INDIVIDUAL CAPACITY