

Appendix

ARTICLE 1

GENERAL PROVISIONS

Section 1.01. Name. The name of the corporation is Government National Mortgage Association (the "Association").

Sec. 1.02. Powers and Duties. There are hereby delegated to the Association, except as otherwise provided in these Bylaws, all the powers and duties of the Association which are by law vested in the Secretary of the U.S. Department of Housing and Urban Development (the "Secretary").

Sec. 1.03. Principal Office and Other Offices. The principal office of the Association shall be in the District of Columbia. Other offices of the Association shall be in such other places as may be deemed by the Secretary to be necessary or appropriate.

Sec. 1.04. Seal. The seal of the Association shall be of such design as shall be approved from time to time by the Secretary, and may be affixed to any document by impression, by printing, by rubber stamp, or otherwise.

Sec. 1.05. Fiscal Year. The fiscal year of the Association shall end on the thirtieth day of September of each year.

ARTICLE 2

GENERAL POLICIES

Sec. 2.01 General Policy. The Secretary of the U.S. Department of Housing and Urban Development shall determine the general policies of the Association.

ARTICLE 3

THE OFFICERS

Sec. 3.01. Number. The Executive Officers of the Association shall consist of a President, an Executive Vice President, one or more Vice Presidents, the General Counsel of the U.S. Department of Housing and Urban Development (the "General Counsel"), and a Secretary of the Association, and there shall be such other officers, assistant officers, agents, attorneys, and employees as may be deemed necessary by the Secretary of the U.S. Department of Housing and Urban Development.

Sec. 3.02. General Authority and Duties. All officers, agents, attorneys, and employees of the Association shall have such authority and perform such duties in the management and conduct of the business of the Association as may be provided in these Bylaws, as may be established by the Secretary not inconsistent with these Bylaws, or as may be delegated to them in a manner not inconsistent with these Bylaws. The President, Executive Vice President, each Vice President, and each Assistant Vice President are severally and expressly empowered in the name of the Association to sign all contracts and other documents, instruments, and writings which call for execution by the Association in the conduct of its business and affairs, and to encumber, mortgage, pledge, convey, or otherwise alien any property which the Association may own or in which it may have an estate, right, title, or interest.

Sec. 3.03. Tenure and Qualifications. The President and General Counsel shall be appointed by the Secretary and shall serve without term. The other Executive Officers named in Section 3.01 and officers, agents, and employees of the Association, shall be appointed by the President or by any other Executive Officer to whom the President shall have delegated the authority. The attorneys of the Association shall be appointed by the General Counsel.

Sec. 3.04. Removal. Any officer, agent, attorney, or employee may be removed by the Secretary. Any officer, agent, or employee, other than the President or General Counsel, may also be removed by the President or by any other Executive Officer having authority to choose or appoint the officer, agent, or employee. Any attorney may also be removed by the General Counsel. Any such removal shall not be effected in a manner inconsistent with applicable law, these Bylaws, and the corporate charter.

Sec. 3.05. The President. The President shall be the chief executive officer and shall have active executive management of the operations of the Association. Except as may be otherwise provided by law, the corporate charter, these Bylaws, or the Secretary, the President of the Association shall have plenary power and authority to perform all duties ordinarily incident to the office of President and such other duties as may be assigned to him or her from time to time by the Secretary. The President may prescribe, amend, and rescind regulations (for publication in the Federal Register or otherwise), requirements and procedures governing the manner in which the general business of the Association will be conducted and, in the exercise of discretion, shall have power to provide for individual exceptions thereto. The President shall designate the sequence in which other officers, during the absence or inability to act of the President or during a vacancy in the office of President, shall perform the duties and exercise the power and authority of the President; otherwise such designation shall be made by the Secretary.

Sec. 3.06. The Executive Vice President. The Executive Vice President is the Chief Operating Officer of the Association. The Executive Vice President shall be responsible for the day-to-day operations of the Association. The Executive Vice President also shall assist the President and shall have such other powers and perform such duties as the Secretary may prescribe or as the President may delegate.

Sec. 3.07. The Vice Presidents. Each Vice President shall have such powers and perform such duties as the Secretary may prescribe or as the President may delegate. During any period when, by reason of absence, disability, or vacancy, the President and Executive Vice President are not available to exercise the powers or perform the duties of the President, the Vice Presidents shall perform the duties and exercise the powers of the President pursuant to the Order of Succession.

Sec. 3.08. The General Counsel. The General Counsel shall be the principal consulting officer of the Association in all matters of legal significance or import; shall be responsible for and direct all counsel, attorneys, employees, and agents in the performance of all legal duties and services for and on behalf of the Association; shall perform such other duties and have such other powers as are ordinarily incident to the office of General Counsel; and shall perform such other duties as, from time to time, may be assigned to him or her by the Secretary or by the President of the Association.

Sec. 3.09. The Secretary of the Association. The Secretary of the Association shall be the custodian of records and of the seal of the Association; and, in general, shall perform all the duties ordinarily incident to the office of corporate Secretary and such other duties as may be assigned to him or her by the Secretary of the U.S. Department of Housing and Urban Development or by the President of the Association. The Secretary of the Association and any Assistant Secretary of the Association are expressly empowered to attest all signatures and to affix the seal to all documents the execution of which on behalf of the Association under its seal is duly authorized.

Sec. 3.10. Assistant Officers. Each assistant to an officer, including but not limited to any Assistant Vice President, Assistant General Counsel, Assistant Secretary of the Association, and any other such assistant to any officer, shall perform such duties as are, from time to time, delegated to him or her, in writing, by the officer to whom he or she is an assistant, the Secretary, the President, or the Executive Vice President. At the request of the officer to whom he or she is an assistant, an assistant officer may temporarily perform the duties of that officer, and when so acting shall have the powers of and be subject to the restrictions imposed upon such officer.

ARTICLE 4

AMENDMENTS

The power to alter, amend, or repeal these Bylaws, and to adopt new Bylaws is retained by the Secretary of the U.S. Department of Housing and Urban Development.