



20050121000033250 Pg 1/4 23.00
Shelby Cnty Judge of Probate, AL
01/21/2005 13:21:00 FILED/CERTIFIED

RESOLUTION OF GENERAL AND LIMITED PARTNERS OF

S & B Whynot Limited Partnership

December 31, 2004

All of the General and Limited Partners of S & B Whynot Limited Partnership, a Colorado limited partnership (the "Partnership") hereby adopt the following resolution as of the date hereof:

RESOLUTION - ASSIGNMENT OF REAL ESTATE

WHEREAS, the General and Limited Partners of the Partnership have executed a Partnership Withdrawal Agreement dated December 31, 2004 (the "Agreement") adopting certain withdrawals by Limited Partners and correspondingly authorizing assignment of certain Partnership property to certain Limited Partners described in the Assignment of Partnership Property (the "Assignment") incorporated by reference therein, now, therefore,

RESOLVED, that as set forth in the Assignment, the Partnership shall execute a deed conveying the real property generally described as 6801 Cahaba Valley Road, Birmingham, Jefferson County, Alabama to Bernard Schencker, Trustee of the Bernard Schencker Revocable Trust under agreement dated 12/17/99, said property being more particularly described in exhibit A attached hereto, and that the Partnership's legal counsel is authorized to record the same on behalf of the Partnership.

IN WITNESS WHEREOF, the undersigned have executed this Resolution of General and Limited Partners as of December 31, 2004. This Resolution may be executed in counterparts which shall be deemed one original instrument when taken together.

ACCEPTANCE AND APPROVAL BY GENERAL PARTNERS:

Bernard Schencker, Trustee of the Bernard Schencker Revocable Trust under agreement dated 12/17/99, as amended

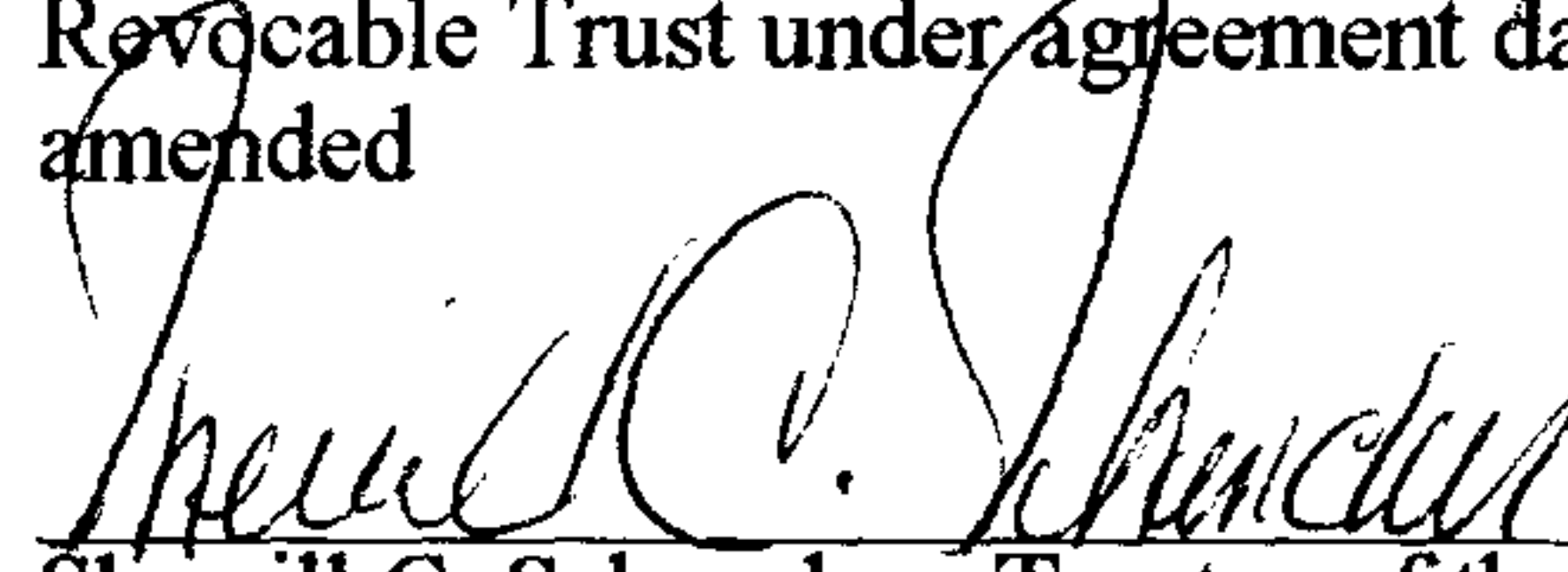
Sherrill C. Schencker, Trustee of the Sherrill C. Schencker Revocable Trust under agreement dated 12/17/99, as amended

ACCEPTANCE AND APPROVAL BY LIMITED

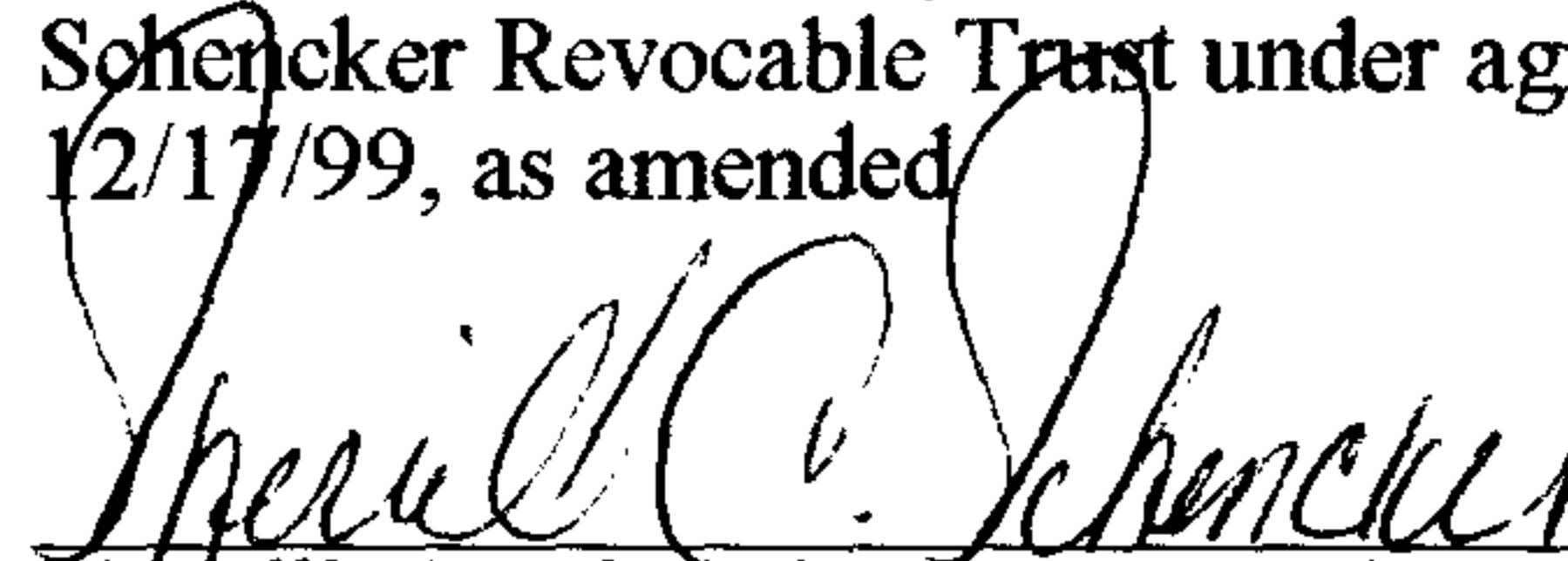
PARTNERS:



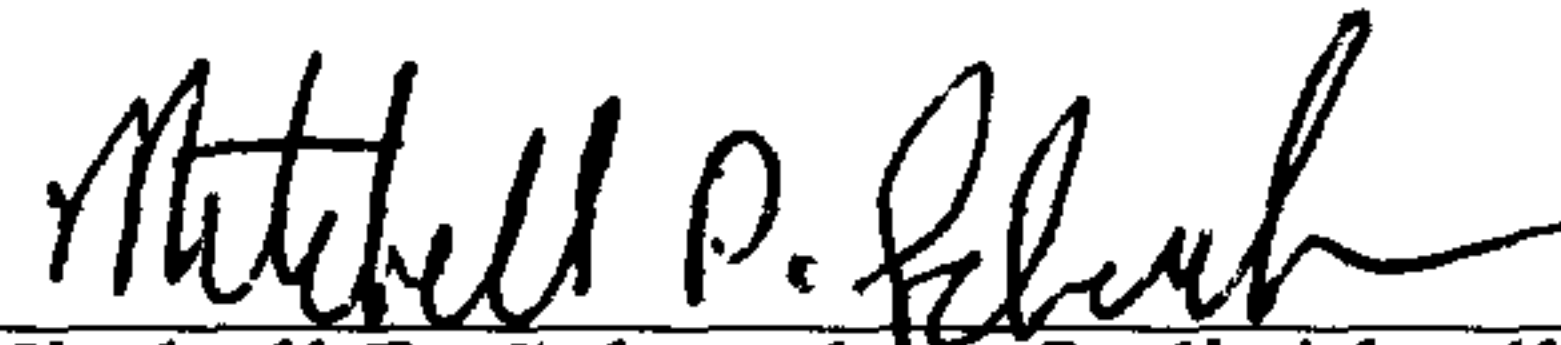
Bernard Schencker, Trustee of the Bernard Schencker
Revocable Trust under agreement dated 12/17/99, as
amended



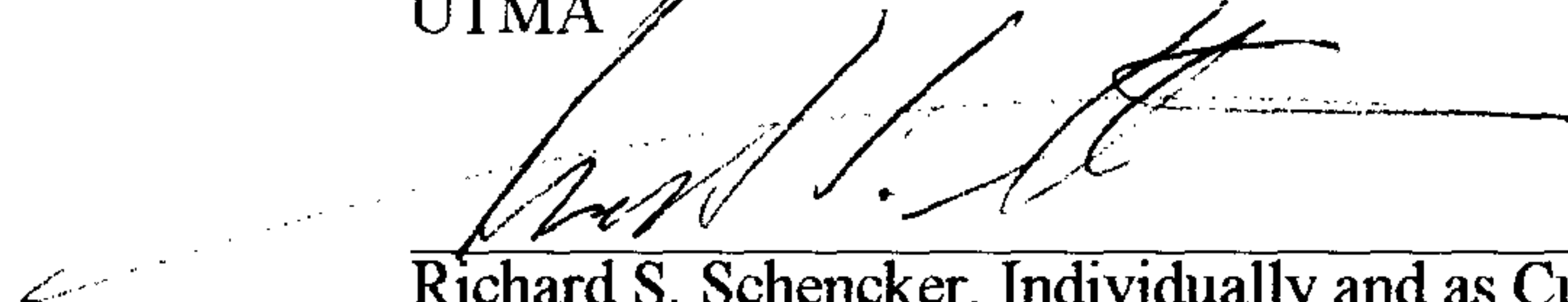
Sherrill C. Schencker, Trustee of the Sherrill C.
Schencker Revocable Trust under agreement dated
12/17/99, as amended



Sherrill C. Schencker, as Custodian UTMA



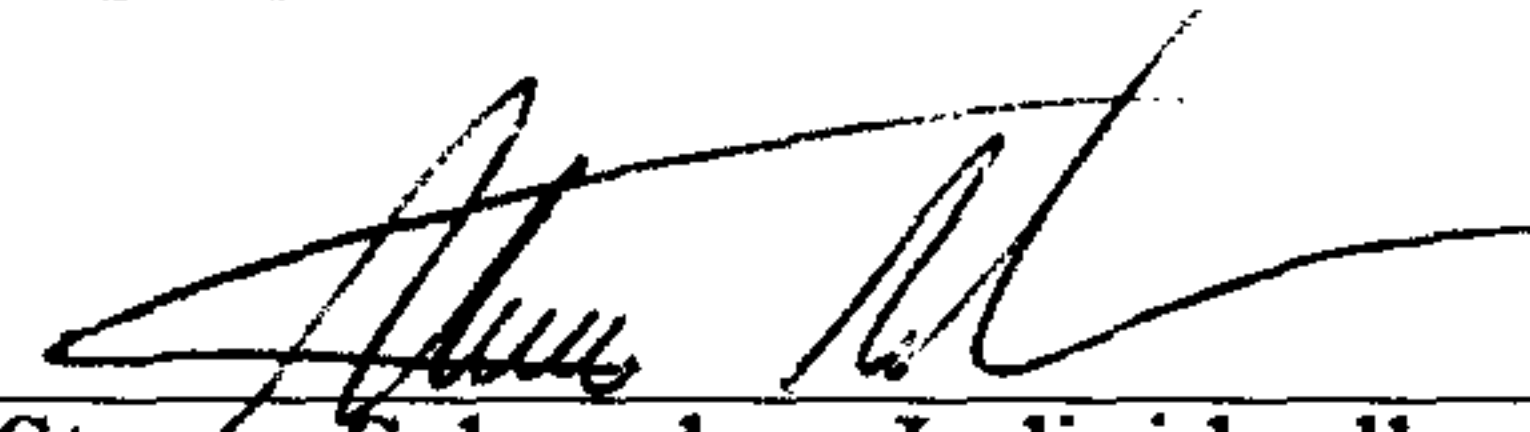
Mitchell P. Schencker, Individually and as Custodian
UTMA



Richard S. Schencker, Individually and as Custodian
UTMA



Kenneth A. Schencker, Individually and as Custodian
UTMA



Steven Schencker, Individually and as Custodian
UTMA

EXHIBIT A

DESCRIPTION OF PARCEL 1

A parcel of land situated in the Northeast quarter of the Northeast quarter of Section 6, Township 19 South, Range 1 West, Shelby County, Alabama, said parcel being more particularly described as follows:

Commence at a rebar found purported to be the Southeast corner of the Northeast quarter of the Northeast quarter of Section 5, Township 19 South, Range 1 West, said point also being the POINT OF BEGINNING; thence proceed S 88°54'18" W along the South line of said Northeast quarter of Northeast quarter for 519.58 feet to a point on the Northeast right of way flare of Doug Baker Boulevard; thence proceed N 05°24'50" W along said right of way flare for 32.95 feet to a point on the Southeast right of way margin of Alabama Highway # 119; thence proceed N 45°09'43" E along said Southeast right of way margin for 53.23 feet to the beginning of a curve to the left, said curve being tangent to the last described course and having a central angle of 11°42'38", a radius of 1933.24 feet, and a chord which bears N 39°18'25" E for 394.44 feet; thence proceed Northeasterly along the arc of said curve and along said Southeast right of way margin for 395.13 feet to point; thence leaving said Southeast right of way margin, proceed S 51°01'14" E for 300.15 feet to the East line of said Northeast quarter of Northeast quarter; thence proceed S 00°32'05" E along said East line of said Northeast quarter of Northeast quarter for 176.81 feet to the POINT OF BEGINNING

Containing 2.712 acres more or less.

Less and except:

A parcel of land situated in the Northeast quarter of the Northeast quarter of Section 6, Township 19 South, Range 1 West, Shelby County, Alabama, said parcel of land being more particularly described as follows:

Commence at a rebar found purported to be the Southeast corner of the Northeast quarter of the Northeast quarter of Section 6, Township 19 South, Range 1 West; thence proceed S88°54'18"W along the South line of said Northeast quarter of the Northeast quarter for 519.58 feet to an iron pin set at the POINT OF BEGINNING; thence continue S88°54'18"W along said South line of the Northeast quarter of the Northeast quarter for 36.81 feet to an iron pin set on the Southeasterly right of way margin of Alabama Highway 119 (Cahaba Valley Highway); thence leaving said South line of the Northeast quarter of the Northeast quarter, proceed N45°09'43"E along said Southeasterly right of way margin of Alabama Highway 119 (Cahaba Valley Highway) for 47.52 feet to an iron pin set; thence leaving said Southeasterly right of way margin of Alabama Highway 119 (Cahaba Valley Highway), proceed S05°24'50"E for 32.95 feet to the POINT OF BEGINNING.

Said parcel contains 0.014 Acres more or less.

20050121000033250 Pg 4/4 23.00
Shelby Cnty Judge of Probate, AL
01/21/2005 13:21:00 FILED/CERTIFIED

DESCRIPTION OF PARCEL 2

A parcel of land situated in the Southeast quarter of the Northeast quarter of Section 6, Township 19 South, Range 1 West, Shelby County, Alabama, said parcel consisting of Lot 2 of "THE VILLAGE AT LEE BRANCH, SECTOR 2" as recorded in Map Book 33, Page 3 in the Office of the Judge of Probate, Shelby County, Alabama, said parcel being more particularly described as follows:

Commence at a rebar found purported to be the Northeast corner of the Southeast quarter of the Northeast quarter of Section 6, Township 19 South, Range 1 West, said point also known as the POINT OF BEGINNING; thence proceed S00°32'10"E along the East line of said quarter section for 278.46 feet to an iron pin set; thence leaving the East line of said quarter section, proceed S88°45'44"W for 42.13 feet to an iron pin set at the beginning of a curve to the right, said curve being tangent to the last described course, having a radius of 550.00 feet, a central angle of 16°12'33" and a chord which bears N83°08'00"W for 155.08 feet; thence proceed along the arc of said curve for 155.60 feet to an iron pin set at the beginning of a curve to the right, said curve being non-tangent to the last described curve, having a radius of 543.97 feet, a central angle of 19°58'00" and a chord which bears N61°28'22"W for 188.61 feet; thence proceed along the arc of said curve for 189.56 feet to an iron pin set at the beginning of a curve to the right, said curve being non-tangent to the last described curve, having a radius of 538.00 feet, a central angle of 08°32'46" and a chord which bears N50°49'47"W for 80.17 feet; thence proceed along the arc of said curve for 80.25 feet to an iron pin set; thence proceed N46°33'25"W and tangent to the last described curve for 132.70 feet to an iron pin set; thence proceed N05°24'50"W for 19.01 feet to an iron pin set on the North line of said Southeast quarter of the Northeast quarter of Section 6; thence proceed N88°54'18"E along said quarter section line for 519.58 feet to the POINT OF BEGINNING.

Said parcel contains 2.389 Acres more or less.