

**CORPORATE RESOLUTION**  
**ACTION BY OF THE OFFICERS**  
**OF R WESTSIDE FUNERAL CHAPEL, INC,**  
**BY UNANIMOUS WRITTEN CONSENT**  
**IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the Members and all of the Managers of **R WESTSIDE FUNERAL CHAPEL, INC.**, an Alabama Corporation (the "Company"), consent to the following actions being taken by the Officers without a meeting and agree that such actions are taken with like effect and validity as though they were duly taken by the unanimous affirmative vote of all of the Officers at a special meeting of the Board of Directors and made effective on the date prescribed by the following resolutions, and that their unanimous written consent to the actions taken be filed with the minutes of the proceedings of the Officers of the Company.

**RESOLVED**, that Bernard Williams, as President and Rickey Delaine as Secretary and Treasurer of the Company (the "Authorized Officers") be, and hereby are authorized and directed on behalf of the Company to execute, deliver and perform (a) that certain Real Estates Note, Mortgage and other closing documents necessary to modify that certain Promissory Note signed by Rickey Delaine on September 9, 2008 by and between the Company and Mizpah Grand Chapter of the Order of Eastern Star of Alabama ("the Lender") by and through its authorized officers with regard to the property more fully described in Exhibit A attached hereto, (a) a promissory note from the Company to the Lender, (b) mortgage and/or security instrument (s) and (c) all other documents, instruments, affidavits, resolutions, certificates and transactions contemplated by the Note or otherwise needed or useful in connection therewith and containing such terms and conditions as the Authorized Officers shall in their sole discretion deem necessary or desirable; and further

**RESOLVED**, that the Authorized Officers be, and hereby are authorized and directed to execute, deliver and perform such note, mortgage, documents and instruments as in the sole discretion of the Authorized Officers shall be necessary or desirable or which shall be required in the consummation of the transactions contemplated by the Agreement and by these resolutions; and further

**RESOLVED**, that the Company has determined that entering into the above transactions will be to the best interest of the Company, and hereby agrees to enter into said transactions, and hereby ratifies all actions heretofore or hereafter taken by the Company, or by its officers, directors or agents, with the Lender with respect to such transactions; and further

**RESOLVED**, that this Unanimous Consent may be executed in one or more counterparts, each of which shall be deemed an original, but when taken together, shall constitute only one Unanimous Consent; and further

**RESOLVED**, that a copy of this Unanimous Consent shall be placed in the Company's books and records.

**[SIGNATURES ON FOLLOWING PAGE]**

This Instrument was prepared by: Yvonne Green Davis, P.C. 2100 First Avenue North, Suite 470, Birmingham, Alabama, 35203  
205.324.5336



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Shelby Cnty Judge of Probate, AL  
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Dated: As of February 22, 2012

Official Officers with authority to do so

**Bernard Williams, President**

**Rickey Delaine, Secretary/Treasurer**



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## **EXHIBIT A**

### **LEGAL DESCRIPTION**

8505 HIGHWAY 31 SOUTH, CALERA, AL 35040  
PARCEL ID: 285-214-000-022.000-RR-00

Lots 4, 5, and 6, in Block 270, according to J. H. Dunstan's  
Map of the Town of Calera, Alabama. Situated in Shelby County,  
Alabama.