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Shelby Cnty Judge of Probate, AL
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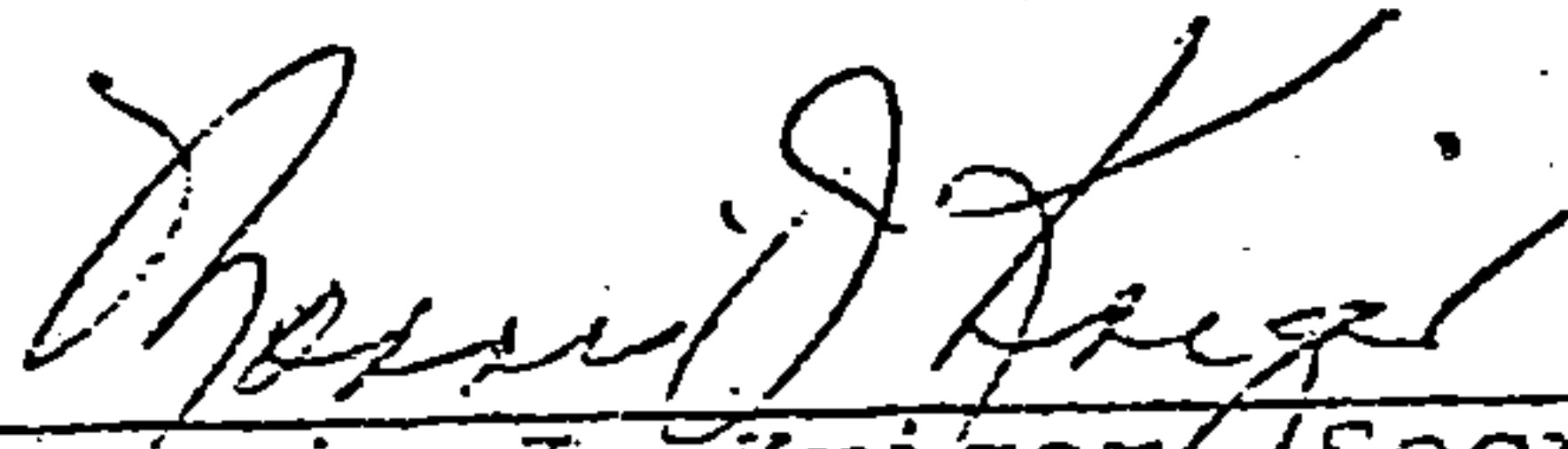
SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
SHONEY'S SOUTH, INC.

On November 3, 1976, at 1:30 p.m., a special meeting of the Board of Directors of Shoney's South, Inc., was held at the offices of the corporation pursuant to waiver of notice signed by all directors.

Mr. James H. Prentiss, III acted as Chairman of the meeting and Mr. Morris Kriger acted as Secretary. The Chairman stated that the corporation had received a commitment from the Central Bank of Birmingham, in Birmingham, Alabama, to loan to the corporation \$1,500,000.00 in order to finance three Hungry Fisherman Restaurants to be located in River Chase, Alabama, Stone Mountain, Georgia, and Marietta, Georgia. The Chairman noted that the loan would be secured by the land and buildings of the two Hungry Fisherman Restaurants in Atlanta and the Hungry Fisherman Restaurant located in Birmingham, Alabama. After due discussion, the following resolution was unanimously adopted:

BE IT RESOLVED that the President of Shoney's South, Inc. James H. Prentiss, III or the Vice President of Shoney's South, Inc., W. Terry Young, shall be, and hereby is, authorized to execute all necessary documents in order to obtain a loan in the principal amount of \$1,500,000.00 from the Central Bank of Birmingham, Birmingham, Alabama; said loan to be secured by the real property and structures of the two Hungry Fisherman Restaurants located in Atlanta, Georgia, and the Hungry Fisherman Restaurant located in Birmingham, Alabama.

There being no further business to come before the meeting, upon motion made, duly seconded and unanimously passed, the meeting was adjourned.


Morris J. Kriger, Secretary

Gene F. [unclear]
JUDGE OF PROBATE

1976 DEC -6 PM 3:03

STATE OF ALA. CLERK OF CO.
I HEREBY CERTIFY THIS
INSTRUMENT WAS FILED

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