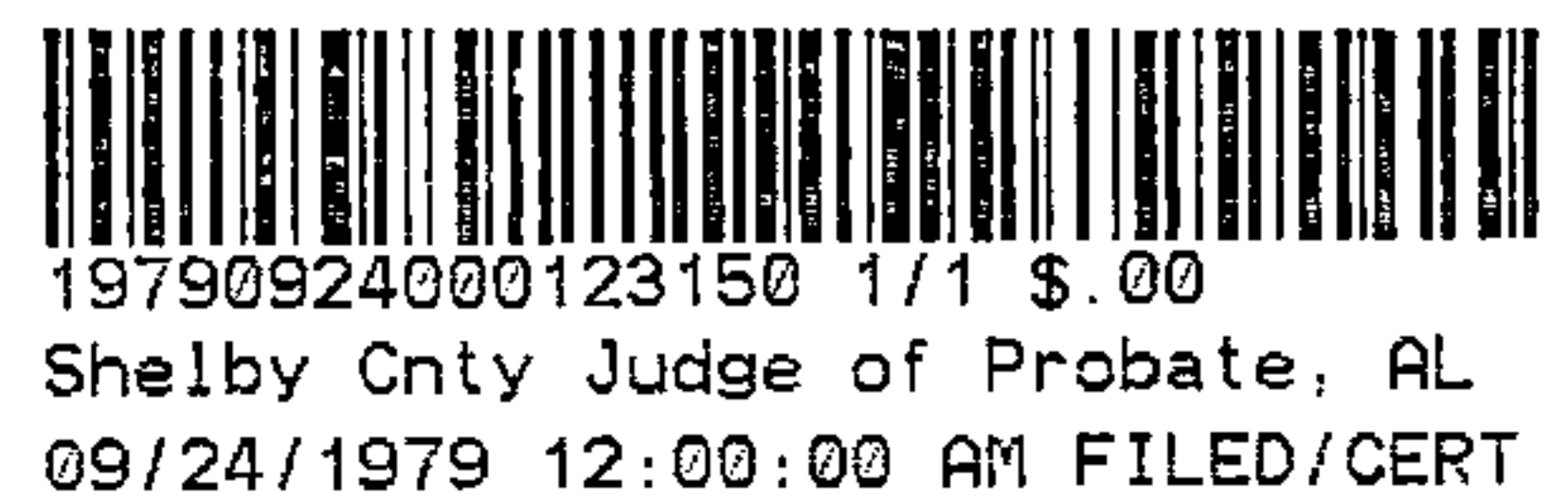


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Special Called Meeting of
Directors and Officers of
Chandalar Dev., Inc.



A special called meeting of the Directors and Officers of Chandalar Dev., Inc. was held at 1970 Chandalar South Office Park, Pelham, Alabama, on the 10th day of August 1979 at 1:20 p.m. Present were William M. Humphries, Dalton H. Baggett, Daniel M. Spitler and Larry F. Silvers who constitute all the Directors and Officers of the Corporation.

William M. Humphries acted as Chairman of the meeting and Larry F. Silvers acted as Secretary of the meeting.

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BOOK
The Chairman stated that the purpose of the special called meeting was to consider a Mortgage and Security Agreement to Birmingham Trust National Bank in the amount of Five Million Four Hundred Three Thousand One Hundred Twenty and 78/100 Dollars (\$5,403,120.78) and a Consolidation and Modification Agreement also to Birmingham Trust National Bank. Copies of these instruments were presented to the meeting for discussion.

After motion duly made, seconded and discussion the following Resolution was unanimously passed

RESOLVED that William M. Humphries as President of Chandalar Dev., Inc. be empowered and directed to execute the proposed Mortgage and Security Agreement, Consolidation and Modification Agreement, and any and all other necessary and desirable instruments to accomplish the purposes as set out.

The Officers and Directors of Chandalar Dev., Inc. waive notice of the meeting and consent to the meeting as held by executing the minutes hereunder.

Done this the 10th day of August, 1979.

Rec-150
Ind-100
252
STATE OF ALA. SHELBY CO.
CLERK OF COURT

SEP 24 AM 8:19

JUDGE OF PROBATE

William M. Humphries - Chairman
President and Director

Larry F. Silvers - Secretary of
the Meeting, Secretary

Dalton H. Baggett

Daniel M. Spitler

Chahaba Title, Inc.