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C E R T I F I C A T E

I, Charles H. Stephens, President of Cahaba Valley Properties, Inc., an Alabama corporation (the "Corporation"), hereby certify that the following resolutions were duly adopted by Written Consent of the Board of Directors of the Corporation pursuant to Code of Alabama (1975) §10-2A-66 on the 15<sup>th</sup> day of June, 1989, and that said resolutions have not been amended and are in full force and effect:

RESOLVED: That, in connection with the sale of approximately 0.911 acres situated on Oak Mountain State Road in Shelby County, Alabama (the "Property") by 119 Properties, Ltd. (the "Seller") to Murray Lee Rogoff (the "Purchaser") for the total purchase price of \$179,001, the execution of the Sales Contract, dated March 13, 1989, by Marc A. Eason on behalf of the Corporation as General Partner of Seller is hereby approved, confirmed and ratified; and it is

FURTHER RESOLVED: That, in connection with the closing of said sale of Property, which Property is more particularly described in the legal description attached hereto, Charles H. Stephens is hereby authorized and directed to execute, for and on behalf of the Corporation as General Partner of Seller, the Closing Statement, Statutory Warranty Deed, Owner's Affidavit, and Section 1445 Certificate; and it is

FURTHER RESOLVED: That Charles H. Stephens is hereby authorized and directed to execute, for and on behalf of the Corporation as General Partner of Seller, such other documents, notes, certificates or instruments of transfer deemed necessary, appropriate or desirable to consummate the sale of said Property.

IN WITNESS WHEREOF, I hereunto set my hand this 15<sup>th</sup> day of June, 1989.

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

89 JUN 20 AM 8:22

3224j

*William H. Stephens, Jr.*  
JUDGE OF PROBATE

*Charles H. Stephens*  
Charles H. Stephens  
President

RECORDING FEES

Recording Fee	\$ <u>2.50</u>
Index Fee	<u>2.00</u>
TOTAL	<u>4.50</u>

*Cahaba Valley Properties, Inc.*