

1234

AmSouth

CORPORATE RESOLUTIONS TO BORROW AND PLEDGE

RESOLVED, that this corporation borrow from AmSouth Bank N.A. (hereinafter called the "Bank") from time to time, such sums of money as, in the judgment of the Authorized Persons (as hereinafter defined), this corporation may require, on such terms and conditions and at such rates of interest as the Bank and the Authorized Persons (as hereinafter defined) may agree.

RESOLVED FURTHER, that anyx 2 (specify number) of the following named persons
Thomas M. Trussell, President
James C. Middlebrooks, Jr., Vice President

of this corporation (any of such persons acting together being defined as the "Authorized Persons"), be and they are hereby authorized, empowered and directed for and on behalf and in the name of this corporation, (1) to execute and deliver to the Bank such notes or other evidences of indebtedness of this corporation for the monies so borrowed, with interest thereon, as the Bank may require, and to execute and deliver from time to time renewals or extensions of such notes or other evidences of indebtedness; (2) to convey, grant, assign, transfer, pledge, mortgage, grant a security interest in, or otherwise hypothecate and deliver by such instruments in writing or otherwise as may be demanded by the Bank, any of the property of this corporation as may be required by the Bank to secure the payment of any notes or other indebtedness of this corporation to the Bank, whether arising pursuant to this resolution or otherwise; and (3) to perform all acts and execute and deliver all instruments which the Bank may deem necessary or desirable to carry out the purposes of these resolutions;

RESOLVED FURTHER, that any one of the Authorized Persons be and he is hereby authorized, empowered and directed to discount with or sell to the Bank conditional sales contracts, notes, acceptances, drafts, receivables, and other evidences of indebtedness payable to this corporation, upon such terms as may be agreed upon by him and the Bank, and to endorse in the name of this corporation said conditional sales contracts, notes, acceptances, drafts, receivables and other evidences of indebtedness so discounted, and to guarantee the payment of the same to the Bank;

RESOLVED FURTHER, that, from time to time, the Authorized Persons be and they are hereby authorized, empowered and directed for and on behalf of this corporation, to apply for and obtain from the Bank letters of credit in such amounts, for such fees and on such terms and conditions as the Authorized Persons and the Bank may agree and in connection therewith to execute such agreements, applications, trust receipts, pledge agreements, notes, guaranties, indemnities and other financial undertakings as the Bank may require;

RESOLVED FURTHER, that any and all notes, other evidences of indebtedness, applications for letters of credit, security agreements, mortgages, assignments, pledge agreements, and hypothecation agreements heretofore executed and delivered to the Bank for or in the name of this corporation by any person be and the same are hereby ratified, approved and confirmed, and the actions of any such person in executing the same and borrowing the money, obtaining letters of credit and/or granting a security interest in, mortgaging, assigning, pledging or otherwise hypothecating the corporation's property evidenced thereby be and the same are hereby ratified, approved and confirmed;

RESOLVED FURTHER, that this resolution shall continue in full force and effect until the Bank shall receive official notice in writing from this corporation of the revocation thereof by a resolution duly adopted by the Board of Directors of this corporation, and that the certification of the Secretary of this corporation as to the signatures of the above named persons shall be binding on this corporation.

CERTIFICATE

I, James C. Middlebrooks, Secretary of Crossroads Auto Sales, Inc., a corporation duly organized and existing under the laws of the State of Alabama, do hereby certify that the foregoing is a full, true and correct copy of resolutions of the Board of Directors of said corporation, duly and regularly passed and adopted at a meeting of the Board of Directors of said corporation which was duly and regularly called and held on the 17 day of October, 1990, at which meeting a quorum of the Board of Directors of said corporation was at all times present and acting. I further certify that said resolutions are still in full force and effect, have not been amended or revoked and have been recorded in the minute books of this corporation, and that the specimen signatures appearing below are the signatures of the persons authorized to sign for this corporation by virtue of said resolutions.

Thomas M. Trussell, President
James C. Middlebrooks, Jr., Vice President

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IN WITNESS WHEREOF, I have hereunto set my hand as such Secretary, and affixed the corporate seal of said corporation this 17 day of October, 1990.

SEAL (If none, so state)

(Signature) (Secretary)