

STATE OF ALABAMA

SHELBY COUNTY

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### AFFIDAVIT AND PARTNERSHIP RESOLUTION

THIS AFFIDAVIT is being made in connection with a construction loan in the amount of \$123,000 (the "Loan") from First Commercial Bank (the "Lender") to McWhorter & Elling Construction, an Alabama general partnership (the "Partnership"), and is given to induce the Bank to make the Loan.

1. Affiants have personal knowledge of the matters stated herein.
2. McWhorter & Elling Construction is an Alabama general partnership which was created on August 16, 1993. Its purposes include the purchase, development and sale of real estate and the construction of houses and other improvements to real estate.
3. The general partners of the Partnership are Randolph E. Elling and Terry L. McWhorter (the "Partners"). There are no other partners of the Partnership.
4. The Partnership is hereby authorized to (i) purchase lot 14, Block 1, First Sector, according to the survey of Summer Place for a purchase price of \$38,500 and to obtain the Loan from the Bank.
5. The Partners are authorized, directed and empowered to execute and deliver a Construction Loan Agreement, a Promissory Note, a Mortgage and Security Agreement, a closing statement, and such other instruments, certificates and documents that may be reasonably required in connection with these transactions, such documents to be in such forms, not inconsistent with the preamble to this resolution, as the Partner executing the same shall approve, his execution constituting conclusive evidence that the same is authorized hereby.
6. The Partners are hereby authorized and directed to execute, deliver, seal, and attest such other instruments, documents, certificates, and agreements and to take such other actions as may be necessary or desirable to consummate and carry out the transactions contemplated by this resolution.
7. To the extent the Partnership or any Partner has heretofore taken any actions contemplated by this resolution, including preparation or execution of any of the foregoing documents, the same is hereby ratified, confirmed and approved.


Inst # 1993-41510

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SHELBY COUNTY JUDGE OF PROBATE  
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"Affiant"

  
Randolph E. Elling, individually and  
as general partner of McWhorter &  
Elling Construction

  
Terry L. McWhorter, individually and  
as general partner of McWhorter &  
Elling Construction

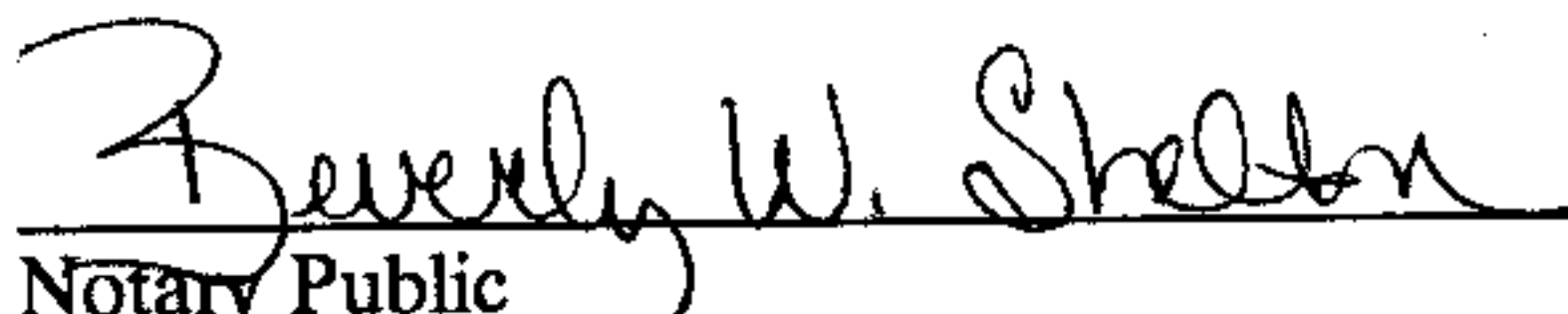
STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **RANDOLPH E. ELLING AND TERRY L. MCWHORTER**, whose names are signed to the foregoing, and who are known to me, acknowledged before me on this day, that, being informed of the contents of the foregoing they executed the same voluntarily, individually and as general partners of McWhorter & Elling Construction, on the day the same bears date.

GIVEN under my hand and seal, this 23<sup>rd</sup> day of December, 1993.

[NOTARIAL SEAL]

  
Notary Public

My Commission Expires: 7/12/94

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