

# CERTIFICATE OF RESOLUTIONS

OF

## SHEFFIELD REALTY I, L.L.C.

We, the undersigned, do hereby certify that we are all the members and manager of SHEFFIELD REALTY I, L.L.C., an Alabama limited liability company, and that the following is a true copy of resolutions duly adopted by the members and manager of said company at a meeting thereof duly called after written notice to each member and manager and held on the

21<sup>st</sup> day of January, 1998.

RESOLVED: that it is to the best interests of this Company to enter into arrangements with SOUTHTRUST BANK, N.A., herein designated as "Secured Party", providing for financing accommodation to be extended to this Company by said Secured Party and for the creation of security interests in favor of Secured Party upon all or substantially all of this Company's present and future tangible or intangible property; and further

RESOLVED: That the manager of this Company is hereby authorized and empowered to make, execute, and deliver in the name of this Company a Promissory Note, a Mortgage, Assignment of Rents and Leases, and Security Agreement, a Representations, Warranties, and Agreement for Submission of Financial Statements, a Seller's/Owner's Affidavit and Indemnity, a Hazardous Substances Indemnification and Warranty Agreement, and other agreements with Secured Party, and any amendments or modifications thereof, and that the manager of this Company is hereby authorized and empowered to make, execute, and deliver to Secured Party in the name of this Company any and all such assignments, pledges, endorsements, transfers, and other documents and instruments, and to do all such acts, as may be appropriate to consummate transactions between this Company and Secured Party pursuant to such agreements; and further

RESOLVED: That all acts and transactions of the manager of this Company and of any such mortgagee, designees, done in execution or performance of any such agreements and of transactions thereunder, are hereby ratified and approved.

We do further certify that the specimen signatures set forth below are those of the manager and agent of the Company authorized and empowered by the foregoing resolution to act for the Company:

Inst # 1998-03216

LLC-res 1/16/98 3:41pm

02/02/1998-03216  
09:39 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 HCB 11.00

Inst # 1998-03216

Donald E. Capps

Donald E. Capps  
[Signature]

We further certify that this Company's Articles of Organization and Operating Agreement have not been modified since their filing or original adoption, and that true and correct copies of same have been furnished to Secured Party and Cahaba Title, Inc.

We further certify that the Articles of Organization and the Operating Agreement of said Company contain no provisions requiring a vote or consent of any other individual or party to authorize the action of the members and manager as set forth in the foregoing resolutions, and that said resolutions are and remain in full force and effect.

IN WITNESS WHEREOF, We have hereunto set our hands as the members and manager of said Company, this 21<sup>st</sup> day of January, 1998.

Donald E. Capps  
Donald E. Capps (Member and Manager)

Thomas T. Reynolds  
Thomas T. Reynolds (Member)

James W. Brown  
James W. Brown (Member)

Donovan H. Gravlee  
Donovan H. Gravlee (Member)

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