ACTION OF BOARD OF DIRECTORS
OF
LAND INVESTMENT & DEVELOPMENT CORPORATION
Taken by Unanimous Written Consent
In Lieu of a Meeting

Pursuant to Section 48-1402(1) of the Tennessee General Corporation Act, we, the undersigned, being all of the Directors of Land Investment & Development Corporation, do hereby unanimously consent to and adopt the following Resolutions, as the action of the Shareholders and Board of Directors of the Corporation in lieu of a meeting, and direct that this written consent to such action be filed with the minutes of the proceedings of the Corporation:

> WHEREAS, on September 21, 1984, the partners of Ezell, Mitchell & Partners (the "Partnership") contributed to the Corporation all of their partnership interests in the Partnership and all of the assets, liabilities and properties of the Partnership, including the real estate owned by the Partnership; and
>
> WHEREAS, the Corporation now desires to acknowledge its receipt of this afore-described contribution.
>
> NOW, THEREFORE, it is
>
> RESOLVED, that the Corporation hereby acknowledges its receipt of the properties contributed to it by the partners of the Partnership, including without limitation all real estate titled in the name of the Partnership.
>
> RESOLVED, FURTHER, the Corporation hereby authorizes its President and/or Secretary to take all actions appropriate, convenient or necessary to the maintenance, leasing, operation, sale, exchange, disposition, encumbrance or dealing with and of the above described properties contributed to it.

WITNESS the consent of each Director of Land Investment & Development Corporation on the date indicated, the latest of which shall be the effective date hereof.

10/4/84
Date

Harold D. Mitchell
Harold D. Mitchell

CHECK
04/03 6,000-
4992

10/4/84
Date

Houston T. Ezell
Houston T. Ezell

10/4/84
Date

Myrtle Ezell
Myrtle Ezell

10/4/84
Date

Ladye Frank Sanders
Ladye Frank Sanders

10/4/84
Date

Ted Sanders
Ted Sanders

STATE OF TENNESSEE
~~Davidson~~ County
Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Harold D. Mitchell, Houston T. Ezell, Myrtle Ezell Ladye Frank Sanders and Ted Sanders

or proved to me on the basis of satisfactory evidence the bargainors, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained. Witness my hand and official seal at Brentwood, Tennessee, this 3rd day of April 19 85

Commission expires 4/17/88

Lynda Warder
Notary Public

Prepared by:

Claiborne K. McLemore, III
Trabue, Sturdivant & DeWitt
27th Floor, Life & Casualty Tower
Nashville, Tn. 37219-2298

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IDENTIF. REFERENCE

APR 3 2 39 PM '85

FELIX A. WILLIAMS, JR. REGISTER
DAVIDSON COUNTY, TN