

**MINUTES WITHOUT FORMAL MEETING
OF THE
SHAREHOLDER AND DIRECTOR**

_____, INC.
(the "Corporation")

WHEREAS, the shareholder and director has considered the matter and deemed it to be in the best interests of the Corporation to sell the Corporation's stock in _____ in _____, North Carolina; and

WHEREAS, in order to facilitate the closing of the sale of the corporation's stock in _____ in the absence of the sole shareholder and director, the shareholder and director has considered the matter and deemed it to be in the best interests of the Corporation to authorize _____ of _____ to act as attorney-in-fact, as described in N.C. General Statute Chapter 32A, for the corporation for the limited purpose of executing all documents incident to the sale of the Corporation's stock in _____.

RESOLVED, that _____ of _____ be, and hereby is, authorized to act as attorney-in-fact for the Corporation for the purpose of executing all documents incident to the sale of the Corporation's stock in _____ in _____, North Carolina.

_____, Shareholder/Director

Certification of Corporate Resolutions of

I hereby certify that I am the duly elected and qualified President of _____, a corporation organized and existing under the law of the State of _____; that the following is a true copy of resolutions duly adopted by the Board of Directors of the corporation on the _____ day of _____; and that such resolutions are in full force and effect and have not been amended or rescinded:

Resolved:

Pursuant to the provisions of North Carolina General Statute § 47-18.3(e) _____ is hereby granted authority to execute, sign, seal and attest deeds, conveyances or other instruments necessary to effect the transfer of real property in North Carolina, on behalf of _____. All deeds, conveyances, or other instruments which have been heretofore or shall be hereafter so executed shall if otherwise sufficient, be valid and shall have the effect to pass the title to the real or personal property described therein.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its corporate name by its duly authorized officers and its seal to be hereunto affixed by authority of its Board of Directors, the day and year first above written.

President

Attest : _____
Secretary (corporate seal)

Seal-Stamp North Carolina, _____ County.

I, a Notary Public of the County and State aforesaid, certify that _____ personally came before me this day and acknowledged that he is _____ Secretary of _____ a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal and attested by _____ as its _____ Secretary.

Witness my hand and official stamp or seal this _____ day of _____, _____.

My commission expires: _____

Notary Public