

4.	Written Consent of Sole Member of Victorian Properties, LLC
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**VICTORIAN PROPERTIES, LLC**  
**ACTION OF THE SOLE MEMBER**  
**WITHOUT A MEETING**

THE UNDERSIGNED, being the sole member of Victorian Properties, LLC, a Tennessee limited liability company (the "Company"), pursuant to the Company's Operating Agreement and the provisions of the Tennessee Limited Liability Company Act, does hereby (i) consent to taking action on the following resolutions without a meeting, (ii) indicate the undersigned's vote in favor of adoption of such resolutions, and (iii) direct that this consent be filed with the minutes of the proceedings of the member of the Company:

Approval of Master Deed

RESOLVED, that David F. Moore, as President of the Company, be, and hereby is, authorized, on behalf and in the name of the Company, to execute and deliver the Master Deed creating Victorian Gardens Horizontal Property Regime with respect to the real property and improvements more particularly described on Exhibit "A" attached hereto, and all other documents ancillary thereto, with such other terms and conditions as the officer so signing, in his sole discretion, deems to be in the best interest of the Company and in accordance with these resolutions.

Approval of Sale of Unit

RESOLVED, that certain Commercial Unit Purchase and Sale Agreement between the Company as Seller, and CMC Investors II, LLC as Purchaser, for Unit 201, formerly known as Units 201, 202, and 206 ("Unit"), of Victorian Gardens Horizontal Property Regime for a purchase price of \$744,832 ("Sale"), is hereby ratified, approved and confirmed, and David F. Moore, as President of the Company, be, and hereby is authorized by the Company to execute and deliver a deed conveying title to the Unit, and to enter into any and all necessary documents, writing, certificates or other instruments necessary to effect the Sale of the Unit.

FURTHER RESOLVED, that such documents evidencing the Sale to be executed by the President of the Company shall include but not be limited to, Deed, Owner's Affidavit, Non-Foreign Affidavit, Closing Statement and any and all other related instruments or writings as may be required to close the Sale.

IN WITNESS WHEREOF, the undersigned has executed this Action of the Sole Member effective as of the 4<sup>th</sup> day of October, 2006.

SOLE MEMBER:

A handwritten signature in cursive script that reads "David F. Moore". The signature is written in black ink and is positioned above a horizontal line.

David F. Moore

**EXHIBIT "A"**

IN THE CITY OF CHATTANOOGA, HAMILTON COUNTY, TENNESSEE:

Lot One-A (1-A), Resubdivision of Lots 1, 2 and 9 through 12, Block A, Ed Robinson's Tract, as shown by plat of record in Plat Book 37, Page 194, in the Register's Office of Hamilton County, Tennessee, and Lot Two-B (2-B), Resubdivision of Lot 2, Ed Robinson's Tract, as shown by plat of record in Plat Book 38, Page 133, in the Register's Office of Hamilton County, Tennessee. Said two lots together form one contiguous tract of land that is more particularly described, according to plat of survey prepared by David Mathews (Drawing No. 95-00818, dated December 22, 1995), as follows: Beginning at the intersection of the South line of Shallowford Road with the West line of Center Street; thence South 23 degrees 30 minutes 00 seconds West, with and along the West line of Center Street, 323.00 feet; thence South 23 degrees 30 minutes 00 seconds West, with and along the West line of Center Street, 110.66 feet; thence North 62 degrees 40 minutes 47 seconds West 150.93 feet; thence North 23 degrees 50 minutes 00 seconds East 98.20 feet; thence North 23 degrees 50 minutes 00 seconds East 191.58 feet; thence North 23 degrees 12 minutes 00 seconds East 133.00 feet to a point in the South line of Shallowford Road; thence South 67 degrees 06 minutes 00 seconds East, with and along the South line of Shallowford Road, 149.91 feet to the point of beginning.

REFERENCE is made for prior title to Deed of record in Book 7667, Page 216, in the Register's Office of Hamilton County, Tennessee.

SUBJECT TO Easement recorded in Book 3212, Page 242, in the Register's Office of Hamilton County, Tennessee.

SUBJECT TO Easement recorded in Book 3403, Page 217, in the Register's Office of Hamilton County, Tennessee.

SUBJECT TO Quitclaim Parking And Access Easement recorded in Book 3450, Page 237, in the Register's Office of Hamilton County, Tennessee.

SUBJECT TO easement conveyed to City of Chattanooga, Tennessee, by document of record in Book 7392, Page 461, in the Register's Office of Hamilton County, Tennessee.

SUBJECT TO Declaration Of Restrictive Covenants recorded in Book 4232, Page 439, in the Register's Office of Hamilton County, Tennessee, but omitting any covenant or restriction based on race, color, religion, sex, handicap, familial status or national origin unless and only to the extent that said covenant (a) is exempt under Chapter 42, Section 3607 of the United States Code or (b) relates to handicap but does not discriminate against handicapped persons.