

Return To:

P.O. Box 1066

214

BK1802 P0770

Lexington NC 27292

Attention: Robert Team



PARTNERSHIP RESOLUTION AND AUTHORIZATION

The undersigned, being all the partners (the "Partners" of BROOKVIEW HILLS PARTNERS, a North Carolina general partnership (the "Partnership"), on behalf of themselves and the Partnership, by their execution of the SIGNATURE PAGES FOR PARTNERS do hereby consent to, ratify, resolve, authorize and agree to the following:

1. Team Concepts, Inc. (the "Authorized Partner") is authorized and directed to sign, execute, acknowledge, deliver and accept, as the case may be, any and all deeds, assignments, bills of sale, affidavits, certificates, and other instruments and documents required to be executed and delivered by, or accepted by or on behalf of, the Partnership in connection with, or related to the consummation of, the sale (the "Sale") by the Partnership of any portion of the Brookview Hills Medical Center Condominium located in Winston-Salem, North Carolina (the "Property") to Forsyth Hematology Building Company (the "Buyer").

2. The Authorized Partner is hereby authorized and directed to sign, execute, acknowledge, deliver and accept, as the case may be, all other certificates, instruments, agreements and documents required to be executed, delivered or accepted by the Partnership in connection with, or related to, the closing of the Sale, any governmental authority, title insurance company (the "Title Company"), or other person or entity in connection with or related

to the consummation of the transaction contemplated by the Agreement and having to do with the Sale or of any transactions related thereto, which the Authorized Partner in his sole judgment deems necessary or advisable and in the best interest of the Partnership and the Partners of the Partnership.

3. In performing the above-mentioned acts, the Authorized Partner is authorized and directed to take whatever other action is in his sole judgment necessary or advisable without the joinder of any other Partner.

4. It is understood and agreed that Buyer, the Title Company, and any other third party shall be entitled to rely upon the matters herein contained, notwithstanding anything contained in the Partnership Agreement of the Partnership or any other agreements or documents, and they shall not be required to inquire further into the propriety of any action or other matter or thing taken or done by the Authorized Partner in connection with the Sale of the Property by the Partnership to Buyer.

5. The foregoing is done in accordance with and pursuant to the authority granted in the Partnership Agreement, and all actions heretofore or hereafter taken by the Authorized Partner in connection with the foregoing are hereby approved, confirmed and ratified by the undersigned on behalf of themselves and the Partnership.

EXECUTED as of the 28th day of October, 1993.

SEE SIGNATURE PAGES ATTACHED HERETO
AND MADE A PART HEREOF FOR SIGNATURES
OF ALL PARTNERS

SIGNATURE PAGE FOR PARTNERS

The undersigned hereby executes this Signature Page to reflect adoption of, acceptance of, and agreement to be bound by the terms and provisions of the foregoing Partnership Resolution and Authorization of Brookview Hills Partners.

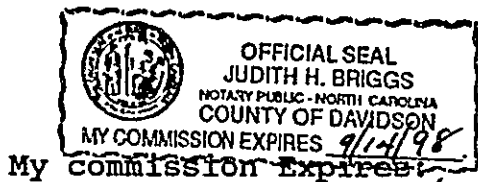
Sam R. Harris (SEAL)
Sam R. Harris, M.D.

STATE OF NORTH CAROLINA

COUNTY OF DAVIDSON

Before me, the undersigned Notary Public in and for the County and State aforesaid, personally came Sam R. Harris, M.D., and acknowledged the due execution of the foregoing instrument in writing for the purposes therein expressed.

WITNESS my hand and notarial seal, this 27th day of October, 1993.



My commission Expires 9/14/98.

Judith H. Briggs
Notary Public

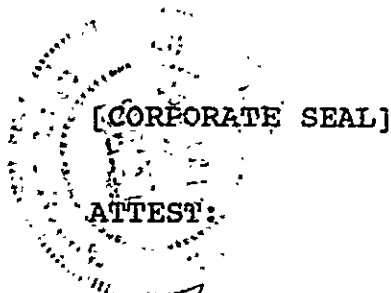
(Signatures continued on Following Signature Pages)

SIGNATURE PAGE FOR PARTNERS

The undersigned hereby executes this Signature Page to reflect adoption of, acceptance of, and agreement to be bound by the terms and provisions of the foregoing Partnership Resolution and Authorization of Brookview Hills Partners.

J & A INVESTMENTS, INC.

By: Sandra M. Smith (SEAL)
President



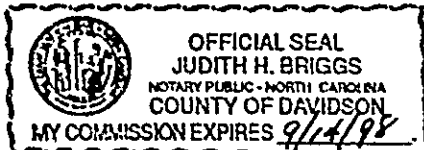
Thomas R. Smith
Secretary

STATE OF NORTH CAROLINA

COUNTY OF DAVIDSON

This 27th day of October, 1993, before me, the undersigned Notary Public in and for the County and State aforesaid, personally came Sandra M. Smith, who, being duly sworn, says that she is _____ President of J & A INVESTMENTS, INC., and that the seal affixed to the foregoing instrument in writing is the corporate seal of said corporation, and that she signed and sealed said instrument on behalf of said corporation by its authority duly given. And the said _____ Secretary acknowledged said instrument to be the act and deed of said corporation.

WITNESS my hand and seal this 27th day of October, 1993.



Judith H. Briggs
Notary Public

My Commission Expires: 9/14/98.

(Signatures Continued on Following Signature Pages)

SIGNATURE PAGE FOR PARTNERS

The undersigned hereby executes this Signature Page to reflect adoption of, acceptance of, and agreement to be bound by the terms and provisions of the foregoing Partnership Resolution and Authorization of Brookview Hills Partners.

Paul M. Stephens (SEAL)
Paul M. Stephens

STATE OF NORTH CAROLINA

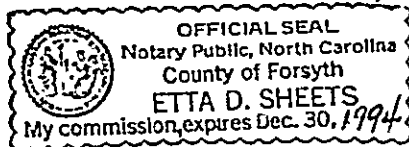
COUNTY OF ~~DAVISON~~ FORSYTH

Before me, the undersigned Notary Public in and for the County and State aforesaid, personally came Paul M. Stephens and acknowledged the due execution of the foregoing instrument in writing for the purposes therein expressed.

WITNESS my hand and notarial seal, this 28th day of October, 1993.

Etta D. Sheets
Notary Public

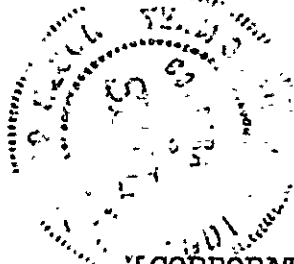
My commission Expires: December 30, 1994



(Signatures continued on Following Signature Pages)

SIGNATURE PAGE FOR PARTNERS

The undersigned hereby executes this Signature Page to reflect adoption of, acceptance of, and agreement to be bound by the terms and provisions of the foregoing Partnership Resolution and Authorization of Brookview Hills Partners.



[CORPORATE SEAL]

TEAM CONCEPTS, INC.

By: [Signature] (SEAL)
President

ATTEST:

[Signature]
Assistant Secretary

STATE OF NORTH CAROLINA

COUNTY OF DAVIDSON

This 26th day of October, 1993, before me, the undersigned Notary Public in and for the County and State aforesaid, personally came Robert A. Team, Jr., who, being duly sworn, says that he is _____ President of TEAM CONCEPTS, INC., and that the seal affixed to the foregoing instrument in writing is the corporate seal of said corporation, and that he signed and sealed said instrument on behalf of said corporation by its authority duly given. And the said Assistant Secretary acknowledged said instrument to be the act and deed of said corporation.

WITNESS my hand and seal this 26th day of October, 1993.



[Signature]
Notary Public

My Commission Expires

May 27, 1994

(Signatures Continued on Following Signature Pages)

STATE OF NORTH CAROLINA—Forsyth County

The foregoing (or annexed) certificate 5 of Judith H. Brigger N.P. Davidson Co. NC
(here give name and official title of the officer signing the certificate passed upon)
Etta P. Sheets N.P. Forsyth Co. NC and Karen H. Driver N.P.
Davidson Co. NC
is(are) certified to be correct. This the 26th day of Oct 1993

'93 OCT 26 P4:58

L. E. Speas, Register of Deeds

By: [Signature] Deputy-Assistant

Probate and Filing Fee \$

18.00

L. E. SPEAS
REGISTER OF DEEDS
FORSYTH CO. N.C.

[Signature]
Janet Bottoms