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BK1816 P1311

Drafted by:
Return to:

Thomas T. Crumpler
Robert A. Team, Jr.
PO Box 1066, Lexington, NC 27292

PRESENTED FOR
REGISTRATION
AND RETURNED

'94 FEB 28 P4:24

PARTNERSHIP RESOLUTION AND AUTHORIZATION

L.E. SPEAR

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 ("Sale") by the Partnership of any portion of the Brookview Hills Medical Center Condominium located in Winston-Salem, North Carolina (the "Property") to any buyer ("Buyer") thereof.

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 a Sale, and to execute documents to, and deal with, any governmental authority, title insurance company ("Title Company"), or other person or

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entity in connection with or related to the consummation of any transaction having to do with the Sale of the Property 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 Agent is authorized and directed to take whatever other action ius 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 20th day of December, 1993.

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

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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 Associates.

TEAM CONCEPTS, INC., a North Carolina corporation

By: [Signature]
Robert A. Team, Jr., President

Attest: [Signature]
Assistant Secretary

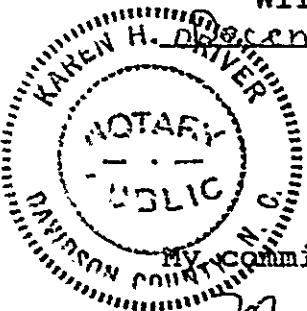
[Corporate Seal]

STATE OF NORTH CAROLINA

COUNTY OF Davidson

I, the undersigned, a Notary Public of the county and state aforesaid, do certify that Judith H. Briggs personally came before me this day and acknowledged that he/she is the Assistant Secretary of TEAM CONCEPTS, INC., a North Carolina corporation, and by authority duly given and as an act of said corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested to by Judith H. Briggs as its Assistant Secretary.

WITNESS my hand and notarial seal, this the 17th day of December, 1993.



Karen H. Drivier
Notary Public

My commission expires:
May 27, 1996

(Signatures continued on Following Signature Pages)

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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 Associates.

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

STATE OF NORTH CAROLINA

COUNTY OF Darlington

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 20th day of December, 1993.

Vanessa C. Mitchell
Notary Public

My commission expires: January 11, 1994

(Signatures continued on Following Signature Pages)

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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 Associates.

Paul M. Stephens (SEAL)
Paul M. Stephens

STATE OF NORTH CAROLINA

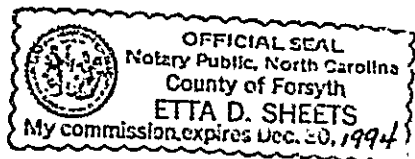
COUNTY OF Forsyth

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 20th day of December, 1993.

Etta D. Sheets
Notary Public

My commission expires:
December 30, 1994



(Signatures continued on Following Signature Pages)

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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 Associates.

J & A INVESTMENTS, INC., a North Carolina corporation

By: Sandra M. Smith President

Attest: Thomas R. Smith Secretary

[Corporate Seal]

STATE OF NORTH CAROLINA

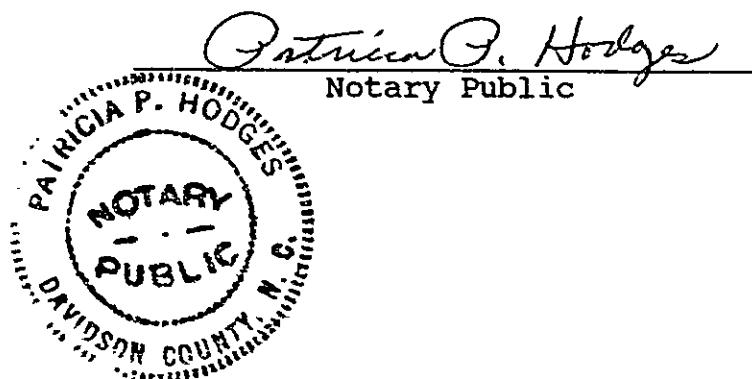
COUNTY OF DAVIDSON

I, Patricia P. Hodges, a Notary Public of the county and state aforesaid, do certify that Thomas R. Smith personally came before me this day and acknowledged that he/she is the Secretary of J & A INVESTMENTS, INC., a North Carolina corporation, and by authority duly given and as an act of said corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested to by Thomas R. Smith as its Secretary.

WITNESS my hand and notarial seal, this the 20 day of December, 1993.

My commission expires:

July 23, 1995



(Signatures continued on Following Signature Pages)