

**WRITTEN ACTION IN LIEU OF MEETING  
OF THE MEMBERS  
OF  
STEELE CREEK CORPORATE CENTER OWNERS ASSOCIATION, INC.**

The undersigned, being all of the members (the "Members") of **Steele Creek Corporate Center Owners Association, Inc.**, a North Carolina nonprofit corporation (the "Association"), acting pursuant to the provisions of Chapter 55A of the North Carolina Nonprofit Corporation Act, does hereby adopt the following resolutions, effective as of December 20, 2012:

**Resignation of Directors**

WHEREAS, W. Massie Flippin, Heather Johnson, and Rob Geary were elected to the Board of Directors (the "Board") effective August 13, 2012; and

WHEREAS, the current members of the Board have resigned effective as of the date hereof, and the Members desire to elect a new Board.

RESOLVED, that the following persons be and hereby are elected to the Board of Directors, to serve until the next election of directors and until their successors shall have been duly elected and qualified:

- James Merrifield
- Amy Tolleson
- Ian Bruce

**Omnibus Resolutions**

RESOLVED, that all prior lawful actions that may have been taken or caused to be taken by the Board, any officer of the Association and counsel of the Association prior to the date of these resolutions, which actions were in connection with or related to the matters contemplated by the aforementioned resolutions in the name and on behalf of the Association, are hereby ratified, approved and confirmed in all respects as the acts and deeds of the Association.

FURTHER RESOLVED, that the officers of the Association are, and each hereby is, authorized, directed and empowered, in the name and on behalf of the Association, and under its corporate seal, if desired, attested by an appropriate officer, if desired, to execute, make oath to, acknowledge and deliver any and all additional documents, agreements, instruments, undertakings and certificates and take such additional actions and incur all such fees and expenses, in the name and on behalf of the Association, as such officers may deem necessary or appropriate to carry out and effect the purposes and intent of the foregoing resolutions and effectuate the transactions contemplated thereby (as conclusively evidenced by the taking of such actions or the execution of such documents, agreements, instruments, undertakings or certificates, as the case may be, by or under the direction of any such officer).

IN WITNESS WHEREOF, the undersigned have executed this Written Action effective as of the day and year first above written.

**MEMBERS:**

LIBERTY PROPERTY LIMITED  
PARTNERSHIP

By: Manni Dey  
Its: Vice President

COMER INDUSTRIES, LLC

By: Rob Sears  
Its: Manager of Engineering

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