

**CERTIFICATE OF THE SECRETARY OF THE MEMPHIS CENTER CITY
DEVELOPMENT CORPORATION AS TO PUBLIC NOTICE, RESOLUTION
AND AUTHENTICATION OF SIGNATORIES**

The undersigned Secretary of the Memphis Center City Development Corporation (“CCDC”), **DOES HEREBY CERTIFY** that pursuant to Section 8-44-103, et seq. of the Tennessee Code Annotated, and pursuant to the policies and procedures of the CCDC, public notice of the regular meeting held on April 20, 2022 was properly posted and generally circulated within the City of Memphis, Tennessee stating the time, location, agenda and materials for the regular meeting.

At the regular meeting of CCDC held on February 16, 2022, a resolution was approved authorizing a loan from Liberty Bank (the “Loan”) to be made to 114 North Main, Inc. (the “Borrower”), with CCDC to be a Guarantor of the Loan (the “Guarantor”), with the Loan to be further secured by certain real property located at 114 North Main, Memphis, Tennessee, municipally known as the 114 North Main (the “Property”). The Loan was closed on or about March 18, 2022.

At the regular meeting of CCDC held on April 20, 2022, a resolution (the “Resolution”) was approved authorizing the restructuring of the Loan by removing 114 North Main, Inc., as the Borrower and substituting CCDC from Guarantor to the substitute borrower (the “Substitute Borrower”). Further, the Resolution authorized the dissolution of the entity, 114 North Main, Inc. at the state and federal levels.

The Resolution further authorizes the approval and execution of all necessary and legally required documents to accomplish the stated objectives of the Borrower, Guarantor and Substitute Borrower by designating the President and Secretary of the Borrower, Guarantor and Substitute Borrower, respectively, as follows:

Paul A. Young, President
Penelope Springer, Secretary

The Resolution has not been amended, supplemented, modified or repealed at any time on or after the date of adoption thereof and remains in full force and effect on and as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of April 2022.

MEMPHIS CENTER CITY DEVELOPMENT CORPORATION

By: _____
Penelope Springer, Secretary