

**ACTION BY CONSENT OF SOLE MEMBER, OPERATING MANAGER, AND
PRESIDENT**

Charles Henry Properties, LLC

Effective as of _____, 2013, the undersigned, being the sole member, operating manager, and President of CHARLES HENRY PROPERTIES, LLC, a New York limited liability company ("**Company**"), in accordance with the Articles of Organization of the Company filed December 3, 2012 with the State of New York and the Operating Agreement dated January 1, 2013, and all applicable law, hereby resolves, agrees and consents to the following resolutions for and on behalf of the Company and hereby certifies to MORGAN STANLEY BANK, N.A., a national banking association ("**Lender**"), that such resolutions have not been amended, rescinded, or revoked and are in full force and effect as of the date this Action by Consent of Sole Member, Operating Manager, and President is provided to Lender:

WHEREAS, the Company is a limited liability company duly formed and validly existing under the laws of the State of New York;

WHEREAS, CLAUDE SIMON, an individual, is the sole member, sole Operating Manager, and President of the Company (and any duly appointed successor of the foregoing, the "**Authorized Individual**");

WHEREAS, the Company has applied to Lender for a securities-based loan (the "**Loan**") in the maximum principal amount of FIVE MILLION SIX HUNDRED AND EIGHTEEN THOUSAND AND NO/100 DOLLARS (\$5,618,000.00), or such other amount as approved by Lender, to be on the terms and conditions described in a Portfolio Loan Account Agreement (the "**Loan Agreement**") and the other Loan Documents (as such term is defined in the Loan Agreement and associated Terms and Conditions) (collectively, the "**Loan Documents**") which are to be executed and delivered by the Company in connection with the Loan;

WHEREAS, in order to close the Loan, Lender requires that the sole member, operating manager, and President of the Company approve and execute this Action by Consent of Sole Member, Operating Manager, and President authorizing the Company to engage in business including the Loan and Loan Documents and otherwise to: (i) agree and consent to the transactions contemplated in the Loan Documents and (ii) authorize the Authorized Individual to execute, deliver and perform any and all documents, instruments or agreements necessary to effectuate the foregoing.

NOW THEREFORE, IT IS HEREBY RESOLVED BY THE UNDERSIGNED, that the Company be permitted to engage in business including the Loan and Loan Documents, all with the express authority and approval of the sole member of the Company, and the undersigned further agrees and consents to the transactions contemplated in the Loan Documents and authorizes the Authorized Individual alone to execute, deliver and perform the Loan Documents on behalf of the Company;

RESOLVED FURTHER, that the Company be, and hereby is, authorized and empowered to pledge, set over, transfer, assign, mortgage, hypothecate or otherwise encumber as security for the above-described Loan and related obligations, all real and tangible and intangible personal property assets of the Company as may be required by Lender and agreed upon by the Authorized Individual;

RESOLVED FURTHER, that the Authorized Individual alone be, and hereby is, authorized, empowered and directed, for and on behalf of the Company, to execute and deliver such further agreements, documents, instruments and certificates as the Authorized Individual may deem necessary or appropriate in connection with the Loan and Loan Documents and to fully effectuate the purposes and interests thereof, including any extension, modification, renewal, increase or supplementation of the Loan from time to time;

RESOLVED FURTHER, that in consideration for Lender's actions in reliance hereon, these resolutions shall remain in full force and effect until written notice of their repeal shall have been received by Lender and until all indebtedness under the Loan Documents which may have been incurred as aforesaid shall have been paid and satisfied;

RESOLVED FURTHER, that all prior acts of the sole member or other authorized persons of the Company in agreeing to the above-described Loan, and the execution of any instruments to evidence said obligations and to secure any such obligations to Lender, are hereby ratified and approved; and

RESOLVED FURTHER, that the Operating Agreement is hereby amended to provide the Operating Managers the power to appoint a President to manage the Company under the direction of the Operating Managers, and that Claude Simon is hereby appointed President.

THIS Action by Consent of Sole Member, Operating Manager, and President may be executed in one or more counterparts, and each person executing this action may sign on a separate counterpart, each of which shall be deemed an original and all of which, when taken together, shall constitute one instrument. Signature pages may be detached from the counterparts and attached to a single copy of this action to physically form one document. Delivery of signature pages by facsimile or e-mail will be acceptable and shall constitute conclusive evidence of execution and delivery of this action.

IN WITNESS WHEREOF, this Action by Consent of Sole Member, Operating Manager, and President is executed to be effective as of the date first above written.

SOLE MEMBER:



CLAUDE SIMON, an individual

OPERATING MANAGER AND PRESIDENT:



CLAUDE SIMON, an individual