

72434956-10

**CONSENT OF REQUIRED MEMBERS OF GATEWAY CENTRE, LLC** an Alabama  
limited liability company

**September 29, 2011**

The undersigned being all members of **GATEWAY CENTRE, LLC** an Alabama limited liability company (the "Company") necessary to authorize the execution and delivery of that certain **NOTE MODIFICATION AGREEMENT** (the "**Extension**"), dated effective as of July 5, 2011, is between Company, **RANDY ROARK**, an individual ("**Roark**"), **WILLIAM R. HELMS**, an individual ("**Helms**"; collectively with Roark, the "**Guarantors**") and **SYNOVUS BANK**, a Georgia corporation (dba CB&T, a Division of Synovus Bank, successor by merger and name change to Community Bank and Trust of Southeast Alabama; the "**Bank**"), do hereby consent to the following actions taken without a meeting, this instrument to have the same force and effect as if the actions had been taken by a vote at a timely called and held meeting of the members of the Company,

**WHEREAS**, the Company desires to enter into the Extension referenced therein;

**WHEREAS**, all of the members of the Company necessary to authorize the execution and delivery of the Extension believe that it is in the best interests of the Company to cause the Company to enter into the Extension;

**NOW, THEREFORE, BE IT RESOLVED**, by all members of the Company, that the form, terms and provisions of the Extension referenced therein be and hereby are, adopted and approved;

**FURTHER RESOLVED**, that to the extent that any act, action, filing, undertaking, execution or delivery authorized or contemplated by the Extension or these resolutions has been previously accomplished, the same is hereby ratified, confirmed, accepted, approved and adopted by of the members of the Company as if such actions had been presented to all members of the Company for its approval prior to such actions being taken; and

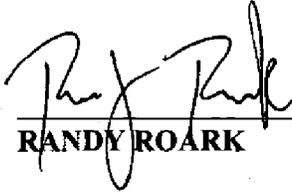
**FURTHER RESOLVED**, the Company hereby authorizes and instructs William R. Helms and Randy Roark, as Members of the Company (the "Authorized Representative"), to execute any and all documents relating to the Extension as the Authorized Representative deems necessary, reasonable or appropriate to consummate any matter or thing contemplated by the Extension and that the Authorized Representative of the Company be, and hereby is, authorized and directed on behalf of the Company to take such other and further actions as the Authorized Representative deems necessary, reasonable or appropriate in order to consummate the transactions contemplated in these resolutions.

**FURTHER RESOLVED**, that the members of the Company hereby waive any notice requirements related to this consent that are required under the limited liability company agreements of the Company or under the laws of the State of Alabama.

*[signatures on following page]*

**WITNESS**, the unanimous consent of the members of the Company, effective as of the date first written above. This consent may be executed in multiple counterparts which shall be construed together and which shall constitute one the same document. Faxed or emailed signature pages will be treated as originals.

**MEMBERS**

  
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**RANDY ROARK**

  
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**WILLIAM R. HELMS**