

**SFP 92 AFFORDABLE HOUSING, INC.**  
**ACTION OF THE ORGANIZER AND BOARD OF DIRECTORS**  
**WITHOUT A MEETING**

THE UNDERSIGNED, being the Organizer of SFP 92 Affordable Housing, Inc., a Georgia non profit corporation (the "Company"), does hereby (i) consent to taking action on the following resolutions without a meeting, (ii) indicate the undersigned's votes in favor of adoption of such resolutions, and (iii) direct that this consent be filed with the minutes of the proceedings of the Company:

**Election of Board of Directors**

RESOLVED, that the following persons be, and they hereby are, elected to serve as a member of the Board of Directors of the Company, until successors are duly appointed and qualified:

Marian Nurse (4 year term)  
Patricia Gadson (5 year term)  
Deborah A. Gallogly (5 year term)  
David Sewall Searles, Jr. (6 year term)

THE UNDERSIGNED, being the members of the Board of Directors of SFP 92 Affordable Housing, Inc., a Georgia non profit corporation (the "Company"), does hereby (i) consent to taking action on the following resolutions without a meeting, (ii) indicate the undersigned's votes in favor of adoption of such resolutions, and (iii) direct that this consent be filed with the minutes of the proceedings of the Company:

**Approval of Articles of Incorporation of the Company**

RESOLVED, that the Articles of Incorporation of the Company, be, and they are hereby, approved, accepted and ratified as the Articles of Incorporation of the Company, and a copy thereof shall be included in the minute book of the Company.

**Approval of Bylaws**

RESOLVED, that the Bylaws of the Company for managing and regulating the business and affairs of the Company, which has been presented to and reviewed by the Board of Directors of the Company, be, and it is hereby, adopted, approved and ratified as the Bylaws of the Company and such Bylaws shall be included in the minute book of the Company.

**Election of Officers**

RESOLVED, that the following persons be, and they hereby are, appointed to serve as Officers of the Company to hold the office(s) set forth opposite their names below, until their successors are duly appointed and qualified:

David Sewall Searles, Jr.	President
Debbie Gallogly	Executive Vice President and Secretary
Marshall Aiken	Vice President and Assistant Secretary
Victoria Curran	Treasurer and Assistant Secretary
Joann Costa-Cordero	Assistant Secretary

**Adoption of Fiscal Year**

RESOLVED, that the Company operate on a fiscal year commencing January 1 and terminating December 31 of each year.

Further Authorization for Organization

RESOLVED, that the President and Secretary of the Company and each of them, severally, be, and they are hereby authorized, empowered and directed to take all necessary or appropriate action, including the opening of bank accounts and the expenditure of funds, in order to fully and expeditiously complete the organization of the Company.

Approval of Actions by the Organizer

RESOLVED, that all actions taken by the Organizer of the Company, including the execution of the Articles of Incorporation and the subsequent resignation by the Organizer be, and they are hereby, ratified, accepted and approved.

Approval of to Serve as Managing Member of Property Entities

RESOLVED, that the Company may serve as the Managing Member of Langston Hughes Apartments, LLC and Langston Hughes Commercial Land, LLC (collectively termed the "Property Entities"). In such roles the Company authorizes the President solely to execute purchase and sale agreements, deeds, notes, loan agreements, contracts and other agreements on behalf of the Property Entities (or either such Property Entity). The actions of the President in furtherance of the goals of the Property Entities are hereby, ratified, accepted and approved.

IN WITNESS WHEREOF, the undersigned Organizer has executed this Action to be effective as of the 20<sup>th</sup> day of January 2021.

By: 

David Sewall Searles, Jr., Organizer

IN WITNESS WHEREOF, the undersigned members of the Board of Directors have executed this Action to be effective as of the 20<sup>th</sup> day of January 2021.

By: 

David Sewall Searles, Jr.

By: 

Marian Nurse

By: 

Patricia Gadson

By: 

Deborah A. Gallogly

Note: this may be signed in counterparts or confirmed by emails.