

**UNANIMOUS WRITTEN CONSENT OF THE MEMBERS OF**  
**588 ASSOCIATES, G.P., LLC**  
\_\_\_\_\_, 2014

THE UNDERSIGNED, being all of the members (the “Members”) of 588 Associates, G.P., LLC, a Pennsylvania limited liability company (the general partner (“General Partner”) of the Partnership defined below), pursuant to the authority contained in Section 8942 of the Pennsylvania Limited Liability Company Law (the “Act”) and the Limited Liability Company Agreement of the General Partner, dated as of July 29, 2008 (the “LLC Agreement”), without the formality of convening a meeting, do hereby consent in writing that the following resolutions shall have the same force and effect as if duly adopted at a meeting of the Members, duly noticed, called and held in accordance with the Act and the LLC Agreement.

Authorization of Sale

WHEREAS, the Members have determined that it is in the best interest of the General Partner, as general partner of 588 Associates, L.P., a Pennsylvania limited partnership (the “Partnership”), and in the best interest of the Partnership, to sell or arrange for another disposition of the real estate, buildings and improvements currently located at 588-590 North Gulph Road, King of Prussia (Upper Merion Township, Montgomery County), PA 19406 (the “Property”).

NOW THEREFORE, IT IS HEREBY

RESOLVED, that the managers of the General Partner (the “Managers”) be, and each of them hereby is, authorized and empowered to take such actions as such Managers may deem necessary or advisable to cause the Property to be sold or otherwise disposed of via a joint venture or similar transactional structure substantially upon the terms and conditions set forth in Exhibit A hereto; and it is further

Agreement of Sale

WHEREAS, the Members of the General Partner have determined that it is in the best interest of the General Partner and the Partnership, and their respective members and partners, for the General Partner, acting in its capacity as General Partner of the Partnership, to cause the Partnership to enter into an [Agreement of Sale] [Joint Venture Agreement] by and between the Partnership and \_\_\_\_\_ (the “Agreement”) substantially in the form reviewed by the Members.

NOW THEREFORE, IT IS HEREBY

RESOLVED, that the form, terms and provisions of the Agreement are hereby authorized and approved, and that any Manager or officer of the Company is hereby authorized to execute and deliver the Agreement, in substantially the form that has been submitted to and reviewed by the Members, with such changes thereto as the manager or officer executing the same on behalf of the General Partner, and counsel for the Partnership, shall deem necessary or appropriate,

such judgment to be conclusively evidenced by the execution thereof by such Manager or officer.

#### General Authority

RESOLVED, that any Manager or officer of the General Partner is authorized, empowered and directed to perform or to cause the General Partner to perform any actions required or advisable to be taken by the General Partner in connection with the transactions contemplated by these resolutions and by the Agreement, including the payment of any fees and expenses, the preparation, execution, acknowledgement, delivery and filing of forms, schedules, applications, certificates, undertakings, notices and other agreements and documents, and any and all amendments to the documents referred to in the preceding resolutions, with appropriate persons, including local, state and federal governmental agencies, authorities, commissions or other similar bodies, and the appearance before officials of any such governmental body or other similar bodies in order to carry out the purposes and intents of any of the foregoing resolutions; and it is further

RESOLVED, that the signing by any Manager or officer of the General Partner of any of the documents or instruments referred to in, or contemplated by, the foregoing resolutions or the taking by any of them of actions to carry out the foregoing shall conclusively establish such Manager's or officer's approval of the form of any such documents or instruments signed by him and of the actions referred to therein or contemplated thereby and also such Manager's or officer's determination that such documents, instruments and actions are desirable or appropriate; and it is further

RESOLVED, that each and any of the Managers and officers of the General Partner be, and hereby is, authorized and empowered, for and on behalf of the General Partner to (i) incur such costs and expenses, and (ii) do any and all acts and things that one or more of the Managers or officers of the General Partner deem in the exercise of his/her sole discretion, necessary, desirable or appropriate in connection with these resolutions; and it is further

RESOLVED, that this Unanimous Written Consent may be (1) executed in counterparts and all such counterparts shall constitute one consent, notwithstanding that all Members may not be signatories to the same counterpart, and (2) executed and delivered by facsimile or as a "pdf" or similar attachment to an electronic transmission and upon such delivery the facsimile or "pdf" signature will be deemed to have the same effect as if the original signature had been delivered; and it is further

RESOLVED, that all actions heretofore taken by the General Partner or its officers consistent with the intent and purpose of the foregoing resolutions are hereby approved, ratified and confirmed.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Unanimous Written Consent of the Members to be duly executed on the day and year set forth above.

American Baptist Churches in the U.S.A.

By:

---

Name:

Title:

The American Baptist Home Mission  
Society

By:

---

Name:

Title:

The Ministers and Missionaries Benefit  
Board of American Baptist Churches

By:

---

Name:

Title:

American Baptist Foreign Mission Society

By:

---

Name:

Title: