

**CONSENT ACTION OF THE MEMBERS AND THE BOARD OF
MANAGERS OF ST. ANDREW'S SOCIETY OF THE MIDDLE SOUTH**

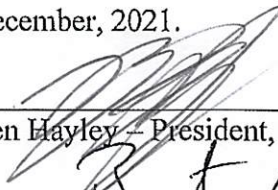
Acting pursuant to the laws of the State of Alabama, the undersigned, being all of the members and all of the managers of the **ST. ANDREW'S SOCIETY OF THE MIDDLE SOUTH**, an Alabama non-profit corporation (the "Corporation"), do hereby assent, consent and agree that the following shall have the same force and effect as a unanimous vote of the members and managers of the Corporation, for and in favor thereof, and that said members and managers relinquish and waive any and every right and privilege otherwise to have such action taken or adopted at a special or annual meeting of the members or of the managers called for that purpose on notice thereof duly and regularly given, such action so taken and adopted being as follows:

RESOLVED that it is in the best interest of the Corporation that the By-Laws attached hereto (which is an amendment and restatement of the initial By-Laws of the Corporation) be adopted as the By-Laws of the Corporation.

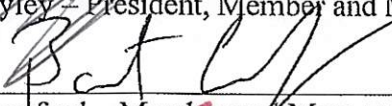
RESOLVED FURTHER that the merger of Saint Andrew's Society of the Middle South, Inc., an Alabama non-profit corporation into this Corporation in accordance with the terms of the attached Agreement and Plan of Merger is in the best interest of the Corporation, and the president of this Corporation is hereby authorized to execute this Agreement and Plan of Merger (and the associated Certificate of Merger) to consummate the merger of the Saint Andrew's Society of the Middle South, Inc into this Corporation

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is authorized and directed to take any and all actions, execute any and all documents, agreements and instruments, make any and all filings and expenditures and take any and all steps deemed by them to be necessary, desirable or appropriate in order to carry out the purpose and intent of and to consummate any of the actions contemplated by any of the foregoing resolutions in the name of and on behalf of the Corporation.

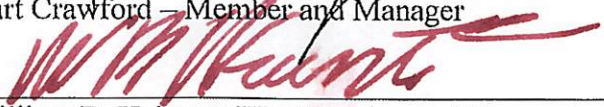
Done effective this 11th day of December, 2021.



Ben Hayley - President, Member and Manager L.S.



Bart Crawford - Member and Manager L.S.



William B. Hairston III - Member and Manager L.S.