

**CAPITAL TRUST AGENCY  
COMMUNITY DEVELOPMENT ENTITY, LLC**

**UNANIMOUS ACTION OF THE MANAGER**

The undersigned, being the Manager of Capital Trust Agency Community Development Entity, LLC, a Florida limited liability company (the "Company"), acting pursuant to the provisions of Florida Statutes, Chapter 605, do hereby adopt the following resolutions, effective as of May [31], 2017:

**DISSOLUTION OF  
CTA CDE SUB 1, LLC**

**WHEREAS**, the Company owns a .01% membership interest in CTA CDE SUB 1, LLC ("CTA CDE"); and

**WHEREAS**, the Manager of the Company has determined that it is in the best interests of the Company to wind up and dissolve CTA CDE and to dispose of the remaining assets of CTA CDE in the manner provided under Florida Statutes, Chapter 605.

**NOW, THEREFORE BE IT RESOLVED**, that the voluntary dissolution and the winding up of the affairs of CTA CDE in accordance with the provisions of Florida Statutes, Chapter 605, are hereby approved, ratified, confirmed and adopted.

**RESOLVED FURTHER**, that the Manager of the Company, acting as the managing member of CTA CDE, be, and hereby is, authorized, empowered and directed to sign and acknowledge the Notice of Limited Liability Company Dissolution on behalf of the Company and to cause such notice to be filed and recorded in the manner required by Florida Statutes, Chapter 605.

**RESOLVED FURTHER**, that the Manager of the Company, acting as the Managing Member of CTA CDE, be, and hereby is, authorized, empowered and directed to proceed promptly to sell or otherwise dispose of all or any of the assets of the CTA CDE for such amount and on such terms as he deems satisfactory, to collect all known debts due and owing to CTA CDE, to pay or make provision for the payment of all known debts, obligations and liabilities of CTA CDE, to distribute any remaining assets of CTA CDE to its members in proportion to their percentage interests in CTA CDE, to sign and acknowledge the Articles of Dissolution as an authorized person of CTA CDE and to cause such articles to be filed and recorded in the manner required by Florida Statutes, Chapter 605.0707, to execute and file any and all other documents and instruments, including but not limited to the Redemption and Assignment Agreement dated on or about the date hereof by and between the Company, CTA CDE and CTA Investment Fund, LLC, a Missouri limited liability company, and to take such other actions as the Company deems necessary and appropriate to complete the voluntary dissolution and winding up of the affairs of CTA CDE, as provided by Florida Statutes, Chapter 605.

**RESOLVED FURTHER**, that any and all actions previously taken on behalf of the Company by the managers and governors of the Company in connection with the voluntary dissolution and winding up of the affairs of CTA CDE are hereby ratified, approved, confirmed and adopted as actions of the Company, and the Company shall hereafter be bound by such actions and shall accept and hereby adopt all agreements, arrangements, negotiations and contracts made or entered into on behalf of the Company by such managers and governors in connection therewith.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this written action as of the date first above written.

MANAGER

CAPITAL TRUST AGENCY, INC., an  
interlocal agency of the State of Florida and a  
Florida not-for-profit corporation

By: 

Name: Ed Gray III

Title: Executive Director

Board Ratification this date

By: 

Name: Rupert J. Snooks

Title: Vice-Chairman

[SIGNATURE PAGE TO WRITTEN ACTION (DISSOLUTION OF CTA CDE 1)]