

en THIS INSTRUMENT PREPARED BY:
RETURN TO: FEARNLEY & CALIFF, PLLC - CORDOVA OFFICE
8130 COUNTRY VILLAGE DRIVE #101
CORDOVA, TN 38016
(901) 680-0888

**CERTIFICATE
OF
TRUST AGREEMENT**

Comes now Caresse Hyneman pursuant to Mississippi Code Annotated of 1972 Section 91-9-7 and files this Certificate of Trust Agreement for the purpose of confirming the existence of the trust which has an ownership interest in real property and Pursuant to the above identified statute, states as follows:

1. The name of the trust is the Pointe South Land Trust dated March 11, 2010
2. The mailing address of the Co-Trustee is as follows:

CARESSE HYNEMAN, CO-TRUSTEE
P.O. Box 38329
Germantown, TN 38138

3. The Settlers of the Trust are as follows:

Pointe South Equity, LLC
6465 Quail Hollow, Suite 203
Memphis, TN 38120

4. The Pointe South Land Trust dated March 11, 2010 has accepted conveyance of an interest in the following described property:

Lots 5, 14, 16, 22, 34 and 35, Chickasaw Heights Subdivision, situated in Section 23, Township 1 South, Range 7 West, DeSoto County, Mississippi, per plat thereof recorded in Plat Book 90, Pages 23-31, Chancery Clerk's Office, DeSoto County, Mississippi.

5. The trust is revocable prior to the death of the Trustees and thereafter shall terminate upon distribution of the assets held in trust to the beneficiaries named in said Pointe South Land Trust.

6. The Co-Trustee and prior Trustees all have the power to acquire, hold and convey title to real property, at the direction of the beneficiaries, without the joinder of other Trustees.

Caresse Hyneman

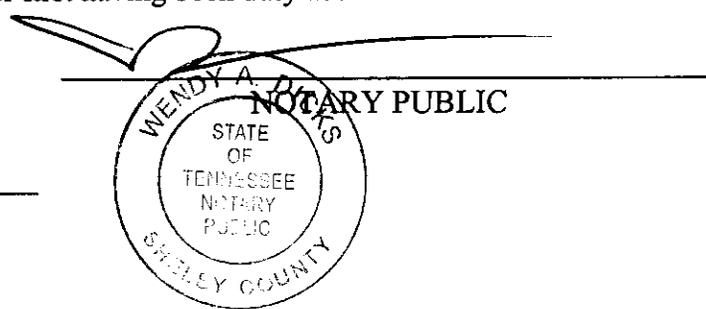
Caresse Hyneman, Co-Trustee of the Pointe South Land Trust
Dated March 11, 2010

ACKNOWLEDGMENTS

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, Wendy A. Deeks, the undersigned authority of law in and for the said county and state on this 24th day of July, 2012, within my jurisdiction, the within named, Caresse Hyneman, who acknowledged that she is Co-Trustee of the Point South Land Trust dated March 11, 2010 and that in said representative capacity she executed the above and foregoing instrument, after first having been duly authorized so to do.

My Commission Expires:
9-2-2015



My Commission Expires Sept. 2, 2015