

**WRITTEN ACTION BY CONSENT
OF THE MEMBERS OF
VILLAGE ON MAIN, LLC**

Pursuant to the authority of the laws of the State of Wisconsin, the undersigned, being all the Members of **VILLAGE ON MAIN, LLC**, a Wisconsin limited liability company (the “**Company**”), does hereby affirmatively vote for, consent to, adopt, and approve the following recitals and resolutions by written consent, effective as of the ____ day of _____, 2022:

WHEREAS, the Company owns an approximately 50-unit multifamily apartment building located at 703 W. Main St., Waunakee, Wisconsin 53597 (the “**Project**”);

WHEREAS, the ground level of the Project includes a Commercial Space, as defined in the Amended and Restated Operating Agreement of Company dated July 27, 2021 (the “**Operating Agreement**”), and consent of the Members is required to sell the Commercial Space as set forth in Section 5.02(a) of the Operating Agreement;

WHEREAS, the Company desires to sell its interest in the Commercial Space according to the terms and conditions of that certain Purchase and Sale Agreement dated [____], 2022 (the “**Purchase Agreement**”);

WHEREAS, to facilitate the sale of the Commercial Space under the Purchase Agreement, the Company desires to convert the Commercial Space to a condominium and enter into declarations setting forth the terms, conditions, restrictions, and covenants of the condominium association, together with any bylaws, agreements, or documents related thereto (collectively, the “**Condo Declarations**”), and consent of the Members is required to convert the Commercial Space to a condominium as set forth in Section 5.01(a) of the Operating Agreement; and

WHEREAS, the undersigned have determined that it is advisable and in the best interests of the Company to authorize the transactions described above, and to enter into, consummate, and carry out the obligations of the Company under the Purchase Agreement and the Condo Declarations.

RESOLVED, that the Company is hereby authorized and directed to enter into (i) the Purchase Agreement, and execute any and all agreements or documents as may be required for the Company to consummate and carry out the obligations of the Company under the Purchase Agreement and the Condo Declarations.

FURTHER RESOLVED, that Jon Atlas (the “**Authorized Agent**”), shall be and is hereby singularly authorized, empowered and directed, by and on behalf of the Company, as the Authorized Agent, to execute, deliver, and file any and all documents and take such actions as he may deem reasonably necessary to enter into, consummate and perform the transactions, rights and obligations contemplated by the Purchase Agreement and Condo Declarations and, if applicable, to negotiate and finalize and to amend and modify such Purchase Agreement and Condo Declarations to the extent he may deem reasonably appropriate.

FURTHER RESOLVED, that all agreements entered into and actions taken by the Company, on its own behalf as well as the Company, in connection with and prior to the date hereof with respect to or in connection with the creation of the condominium structure and sale of the Commercial Space, are hereby ratified, confirmed and approved in all respects, provided such agreements entered into or actions taken were made in good faith and believed to be in the best interests of the Company.

FURTHER RESOLVED, that these resolutions may be executed in one or more counterparts and by facsimile, each of which shall constitute an original, and, taken together, shall constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank; Signatures to Follow]

IN WITNESS WHEREOF, the undersigned has signed this Written Action by Consent of the Members of Village on Main, LLC effective as of the date first set forth above.

MANAGING MEMBER:

VILLAGE ON MAIN MANAGER, LLC
a Kansas limited liability company

By: PRESERVING US WISCONSIN MANAGER, LLC
a Wisconsin limited liability company
Its: Manager

By: PRESERVING US, INC.
a Delaware nonprofit corporation
Its: Manager

By: _____
Name: Angela Morehead
Executive Director

INVESTOR MEMBER:

ENTERPRISE HOUSING PARTNERS XXXV LIMITED PARTNERSHIP
a Maryland limited partnership

By: EHP XXXV GP, LLC,
Its: General Partner

By: _____
Name: _____
Title: _____