

**WRITTEN CONSENT OF THE SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
PEAK RESOURCES-OUTER BANKS, INC.**

THE UNDERSIGNED, being the sole Director and sole Shareholder of *Peak Resources-Outer Banks, Inc.*, a North Carolina corporation ("*Corporation*"), pursuant to the provisions of the Corporation's Bylaws and the North Carolina Business Corporation Act, do hereby (i) consent to taking action on the following resolutions without a meeting, (ii) indicate the vote of the undersigned in favor of such resolutions, and (iii) direct that this consent be filed with the minutes of the proceedings of the sole Director and sole Shareholder of the Corporation.

WHEREAS, the Corporation desires to purchase the assets of and assume operational responsibility for the skilled nursing/assisted living facility located at 430 West Health Center Drive, Nags Head, North Carolina, commonly known as Colony Ridge Nursing and Rehabilitation Center ("*Facility*"), which Facility has one hundred twenty-six (126) nursing beds and eighteen (18) assisted living beds, for a total of one hundred forty-four (144) beds; and

WHEREAS, Tar River LTC Group, LLC, a North Carolina limited liability company ("*Tar River*") is currently the lessee and licensed operator of the Facility and owner of the above-described assets; and

WHEREAS, Tar River leases the Facility from the Town of Nags Head ("*Owner*") pursuant to that certain Lease dated effective October 1, 2011, as amended ("*Lease*"); and

WHEREAS, the Lease expires September 30, 2021; and

WHEREAS, the Corporation desires to make agreements with Tar River to facilitate a smooth transition relating to the operation of the Facility, all on the terms and conditions set forth in an Operations Transfer Agreement ("*OTA*").

WHEREAS, it is in the best interest of the Corporation to purchase the assets of and assume operational responsibility for the Facility, assume the Lease for the Facility, and accept assignment of the Lease by Tar River; and

WHEREAS, in connection with the purchase of assets, assumption of operational responsibility of the Facility, and assumption of the Lease, the Corporation may execute, acknowledge, deliver, and/or record any agreements, instruments, and documents, and do and perform such acts and deeds as shall be necessary or advisable to consummate the above transactions.

NOW, THEREFORE, BE IT

RESOLVED, that the undersigned do hereby approve, authorize, and consent to the purchase of the assets and assumption of operational responsibility of the Facility, including, but not limited to, entering into the OTA, assuming the Lease for the Facility, and accepting assignment of the Lease by Tar River; and

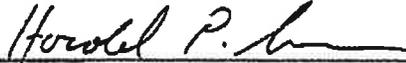
FURTHER RESOLVED, that Harold P. Nunn, as President of the Corporation, Todd W. Nunn, as Secretary of the Corporation, and/or Harold P. Nunn, as Treasurer of the Corporation (collectively, the "Officers" and each individually, an "Officer"), are hereby authorized and empowered to negotiate, execute, and deliver such documents and agreements as the Officers, in their discretion, deem reasonably necessary or proper in order to carry into effect the provisions of these resolutions, containing such terms and conditions and in such form or forms as the Officers shall approve as being in the best interest of the Corporation, the execution of any such agreement, document, or instrument to be conclusive evidence of the Corporation's approval; and

FURTHER RESOLVED, that any and all acts pursuant to these resolutions performed prior to the passage of these resolutions are hereby ratified and approved; and

FURTHER RESOLVED, that the Officers be, and they hereby are, authorized and empowered to take such additional actions as they deem necessary or appropriate in order to effectuate the intent and purposes of the foregoing resolutions.

Effective the 30 day of July, 2015.

SOLE DIRECTOR:



Harold P. Nunn

SOLE SHAREHOLDER:



Harold P. Nunn