

**CERTIFICATE OF INCUMBENCY AND JOINT WRITTEN CONSENT OF  
MEMBERS AND MANAGERS OF LAUDERHILL MALL INVESTMENT, LLC  
LAUDERHILL MEMBERS, LLC, AND NS LAUDERHILL, LLC  
IN LIEU OF A SPECIAL MEETING OF MEMBERS AND MANAGERS**

The undersigned are all of the members and managers of LAUDERHILL MALL INVESTMENT, LLC, a Florida limited liability company ("Seller"), Lauderhill Members, LLC, a Florida limited liability company ("Lauderhill") and NS Lauderhill, LLC, a Florida limited liability company ("NS").

1. The members of Seller are as follows:

Lauderhill Members, LLC – 50%  
NS Lauderhill, LLC – 50%

2. The managers of Seller are as follows:

Lauderhill Members, LLC  
NS Lauderhill, LLC  
Eric Maller

3. The Seller is in good standing under the laws of the State of Florida.

4. Attached are the following with respect to Seller:

- (i) Certificate of Status from the Florida Department of State Division of Corporations.
- (ii) A true and correct copy of the Articles of Organization of Seller.
- (iii) A true and correct copy of the Operating Agreement of Seller, together with all amendments thereto, if any.

5. The members of Lauderhill are as follows:

Yoram Izhak and Yleana Izhak, as tenants by the entirety – 62%  
Eric Maller – 12%  
Majal Investments, LLLP – 8%  
Rey Family Trust dated December 11, 2012 – 8%  
Susan Ezekiel Revocable Trust 8%  
Carlos Segre - 2%

*All Com*

6. The managers of Lauderhill is as follows:

Yoram Izhak and Alan Lipton

7. Lauderhill is in good standing under the laws of the State of Florida.

8. Attached are the following with respect to Lauderhill:

- (i) Certificate of Status from the Florida Department of State Division of Corporations.
- (ii) A true and correct copy of the Articles of Organization of Lauderhill.
- (iii) A true and correct copy of the Operating Agreement of Lauderhill, together with all amendments thereto, if any.
9. The members of NS are as follows:
- Sender Shub – 50%  
Nelson Menda – 50%
10. The managers of NS are as follows:
- Sender Shub  
Nelson Menda
11. NS is in good standing under the laws of the State of Florida.
12. Attached are the following with respect to NS:
- (i) Certificate of Status from the Florida Department of State Division of Corporations.
- (ii) A true and correct copy of the Articles of Organization of NS.
- (iii) A true and correct copy of the Operating Agreement of NS, together with all amendments thereto, if any.
13. Lauderhill Members, LLC, as one of the managers of the Seller, has the authority to take all acts and to execute and deliver all documents and instruments on behalf of the Seller.
14. Each of Lauderhill and NS, as all of the members and managers of the Seller hereby approves, confirms and ratifies the terms and conditions of that certain Contract of Purchase and Sale dated March 26, 2013, ("the Contract"), by and between FLORIDA HOLDING 4800, LLC, a Florida limited liability company (the "Buyer") Lauderhill Mall Investment, LLC (the "Seller"), and any and all documents relating to the sale of the property located at 4200 NW 16<sup>th</sup> Street, Lauderhill, Florida.
15. Each of Lauderhill and NS, as all of the members and managers of the Seller hereby certify and confirm that that Yoram Izhak and/or Alan Lipton, as Managers and Members of Lauderhill Members, LLC, are hereby authorized and directed in the name and on behalf of the Seller to do and perform all other acts and deeds, and execute such documents, including but not limited to, a Warranty Deed, Bill of Sale, Assignments, Affidavits, Settlement Statement and any other closing agreements or documents necessary in connection with the sale of the Property (collectively, the "Sale Documents");
16. This Certificate may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Once each party to this Certificate has executed a copy of this Certificate, the Certificate shall be considered fully executed and effective, notwithstanding that all parties have not executed the same copy hereof.

17. This Certificate may be signed and delivered via facsimile or electronic transmission.

18. The Joinder attached hereto is a material part of this document

A handwritten signature in black ink, consisting of a stylized, cursive 'S' followed by a vertical line.

[This space intentionally left blank – signature page to follow]

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Incumbency and Joint Written Consent as of the ~~May~~ <sup>June</sup> 7, 2013.

**LAUDERHILL MEMBERS, LLC**

**MEMBERS:**

\_\_\_\_\_  
Yoram Izhak

\_\_\_\_\_  
Yleana Izhak

\_\_\_\_\_  
Eric Maller

Majal Investments, LLLP

By: Majal Holdings, LLC, Its General Partner

By: Alan Lipton  
Alan Lipton, Manager

**MANAGER:**

By: \_\_\_\_\_  
Yoram Izhak

By: Alan Lipton  
Alan Lipton

Rey Family Trust dated December 11, 2012

By: \_\_\_\_\_  
Jay Prystowsky, Trustee

Susan Ezekiel Revocable Trust

By: \_\_\_\_\_  
Print name: \_\_\_\_\_/Trustee

\_\_\_\_\_  
Carlos Segrera

**NS LAUDERHILL, LLC**

**MEMBERS AND MANAGERS:**

\_\_\_\_\_  
Sender Shub

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Incumbency and Joint Written Consent as of the May 7, 2013.

**LAUDERHILL MEMBERS, LLC**

**MEMBERS:**

\_\_\_\_\_  
Yoram Izhak

\_\_\_\_\_  
Yleana Izhak

\_\_\_\_\_  
Eric Maller

Majal Investments, LLLP

By: Majal Holdings, LLC, Its General Partner

By: \_\_\_\_\_  
Alan Lipton, Manager

Rey Family Trust dated December 11, 2012

By: Jay Prystowsky M.D.  
Jay Prystowsky, Trustee

Susan Ezekiel Revocable Trust

By: \_\_\_\_\_  
Print name: \_\_\_\_\_/Trustee

\_\_\_\_\_  
Carlos Segre

**NS LAUDERHILL, LLC**

**MEMBERS AND MANAGERS:**

\_\_\_\_\_  
Sender Shub

**MANAGER:**

By: \_\_\_\_\_  
Yoram Izhak

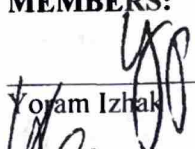
By: \_\_\_\_\_  
Alan Lipton

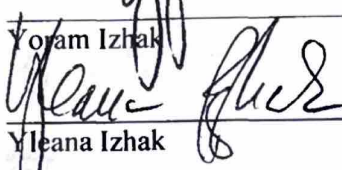


IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Incumbency and Joint Written Consent as of the ~~May~~ June 6, 2013.

**LAUDERHILL MEMBERS, LLC**

**MEMBERS:**

  
Yoram Izhak

  
Yleana Izhak

  
Eric Matter

Majal Investments, LLLP


By: Majal Holdings, LLC, Its General Partner

By: \_\_\_\_\_  
Alan Lipton, Manager

Rey Family Trust dated December 11, 2012

By: \_\_\_\_\_  
Jay Prystowsky, Trustee

~~Suzan~~ Ezekiel Revocable Trust

By:   
Print name: Carlos Segrera / Trustee


  
Carlos Segrera

**NS LAUDERHILL, LLC**

**MEMBERS AND MANAGERS:**

\_\_\_\_\_  
Sender Shub

**MANAGER:**

By:  \_\_\_\_\_  
Yoram Izhak

By: \_\_\_\_\_  
Alan Lipton

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Incumbency and Joint Written Consent as of the ~~May~~ <sup>June</sup> 7, 2013.

**LAUDERHILL MEMBERS, LLC**

**MEMBERS:**

\_\_\_\_\_  
Yoram Izhak

\_\_\_\_\_  
Yleana Izhak

\_\_\_\_\_  
Eric Maller

Majal Investments, LLLP

By: Majal Holdings, LLC, Its General Partner

By: \_\_\_\_\_  
Alan Lipton, Manager

Rey Family Trust dated December 11, 2012

By: \_\_\_\_\_  
Jay Prystowsky, Trustee

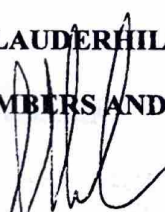
Susan Ezekiel Revocable Trust

By: \_\_\_\_\_  
Print name: \_\_\_\_\_/Trustee

\_\_\_\_\_  
Carlos Segrera

**NS LAUDERHILL, LLC**

**MEMBERS AND MANAGERS:**

  
\_\_\_\_\_  
Sender Shub

**MANAGER:**

By: \_\_\_\_\_  
Yoram Izhak

By: \_\_\_\_\_  
Alan Lipton

**JOINDER TO CERTIFICATE OF INCUMBENCY AND JOINT WRITTEN CONSENT  
OF MEMBERS AND MANAGERS OF LAUDERHILL MALL INVESTMENT, LLC  
LAUDERHILL MEMBERS, LLC, AND NS LAUDERHILL, LLC**

The undersigned are all of the members and/or managers of each of the three (3) entities other than Nelson Menda. Each of the undersigned have personal knowledge, with the understanding that the Buyer will rely on statements made by the undersigned with such personal knowledge, that Nelson Menda has approved the sale transaction referred to and authorized by the Certificate of Incumbency and Joint Written Action.

**LAUDERHILL MEMBERS, LLC**

**MEMBERS:**

\_\_\_\_\_  
Yoram Izhak

\_\_\_\_\_  
Yleana Izhak

\_\_\_\_\_  
Eric Maller

Majal Investments, LLLP  
By: Majal Holdings, LLC, Its General Partner

By: \_\_\_\_\_  
Alan Lipton, Manager

Rey Family Trust dated December 11, 2012

By: \_\_\_\_\_  
Jay Prystowsky, Trustee

Susan Ezekiel Revocable Trust

By: \_\_\_\_\_  
Print name: \_\_\_\_\_/Trustee

\_\_\_\_\_  
Carlos Segrera

**NS LAUDERHILL, LLC  
MEMBERS AND MANAGERS:**

\_\_\_\_\_  
Sender Shub

**MANAGER:**

By: \_\_\_\_\_  
Yoram Izhak

By: \_\_\_\_\_  
Alan Lipton



**JOINDER TO CERTIFICATE OF INCUMBENCY AND JOINT WRITTEN CONSENT  
OF MEMBERS AND MANAGERS OF LAUDERHILL MALL INVESTMENT, LLC  
LAUDERHILL MEMBERS, LLC, AND NS LAUDERHILL, LLC**

The undersigned are all of the members and/or managers of each of the three (3) entities other than Nelson Menda. Each of the undersigned have personal knowledge, with the understanding that the Buyer will rely on statements made by the undersigned with such personal knowledge, that Nelson Menda has approved the sale transaction referred to and authorized by the Certificate of Incumbency and Joint Written Action.

**LAUDERHILL MEMBERS, LLC**

**MEMBERS:**

\_\_\_\_\_  
Yoram Izhak

\_\_\_\_\_  
Yleana Izhak

\_\_\_\_\_  
Eric Maller

Majal Investments, LLLP

By: Majal Holdings, LLC, Its General Partner

By: \_\_\_\_\_  
Alan Lipton, Manager

Rey Family Trust dated December 11, 2012

By: Jay Prystowsky, MD  
Jay Prystowsky, Trustee

Susan Ezekiel Revocable Trust

By: \_\_\_\_\_  
Print name: \_\_\_\_\_/Trustee

\_\_\_\_\_  
Carlos Segrera

**NS LAUDERHILL, LLC  
MEMBERS AND MANAGERS:**

\_\_\_\_\_  
Sender Shub

**MANAGER:**

By: \_\_\_\_\_  
Yoram Izhak

By: \_\_\_\_\_  
Alan Lipton

**JOINDER TO CERTIFICATE OF INCUMBENCY AND JOINT WRITTEN CONSENT  
OF MEMBERS AND MANAGERS OF LAUDERHILL MALL INVESTMENT, LLC  
LAUDERHILL MEMBERS, LLC, AND NS LAUDERHILL, LLC**

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**LAUDERHILL MEMBERS, LLC**

**MEMBERS:**

Yoram Izhak

Yehana Izhak

Eric Maller

Majal Investments, LLLP

By: Majal Holdings, LLC, Its General Partner

By: \_\_\_\_\_  
Alan Lipton, Manager

Rey Family Trust dated December 11, 2012

By: \_\_\_\_\_  
Jay Prystowsky, Trustee

Susan Ezekiel Revocable Trust

By: \_\_\_\_\_  
Print name: Rosana Ficht /Trustee

CSYD  
Carlos Segrera

**NS LAUDERHILL, LLC  
MEMBERS AND MANAGERS:**

\_\_\_\_\_  
Sender Shub

**MANAGER:**

By: \_\_\_\_\_  
Yoram Izhak

By: \_\_\_\_\_  
Alan Lipton

**JOINDER TO CERTIFICATE OF INCUMBENCY AND JOINT WRITTEN CONSENT**  
**OF MEMBERS AND MANAGERS OF LAUDERHILL MALL INVESTMENT, LLC**  
**LAUDERHILL MEMBERS, LLC, AND NS LAUDERHILL, LLC**

The undersigned are all of the members and/or managers of each of the three (3) entities other than Nelson Menda. Each of the undersigned have personal knowledge, with the understanding that the Buyer will rely on statements made by the undersigned with such personal knowledge, that Nelson Menda has approved the sale transaction referred to and authorized by the Certificate of Incumbency and Joint Written Action.

**LAUDERHILL MEMBERS, LLC**

**MEMBERS:**

\_\_\_\_\_  
Yoram Izhak

\_\_\_\_\_  
Yleana Izhak

\_\_\_\_\_  
Eric Maller

Majal Investments, LLLP  
By: Majal Holdings, LLC, Its General Partner

By: \_\_\_\_\_  
Alan Lipton, Manager

Rey Family Trust dated December 11, 2012

By: \_\_\_\_\_  
Jay Prystowsky, Trustee

Susan Ezekiel Revocable Trust

By: \_\_\_\_\_  
Print name: \_\_\_\_\_/Trustee

\_\_\_\_\_  
Carlos Segrera

**NS LAUDERHILL, LLC**  
**MEMBERS AND MANAGERS:**

\_\_\_\_\_  
Sender Shub

**MANAGER:**

By: \_\_\_\_\_  
Yoram Izhak

By: \_\_\_\_\_  
Alan Lipton