

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS OF
LOVES FURNITURE INC., d/b/a LOVES FURNITURE AND MATTRESSES**

The undersigned, the sole director of Board of Directors of Loves Furniture Inc., d/b/a Loves Furniture and Mattresses (the “Company”) adopts this resolution by written consent in lieu of a meeting pursuant to the Delaware General Corporation Law, as amended, Section 141(f):

BACKGROUND AND FINDINGS:

1. The Company was formed on April 2, 2020 by its sole Director, Jeff Love to own and operate retail furniture stores.
2. On May 8, 2020, the Company acquired the assets and inventory of 27 stores (the “Art Van Stores”) across Michigan, Pennsylvania, Ohio, Illinois, Virginia, and Maryland. The assets and inventory of the Art Van Stores were purchased from the Chapter 7 estates of Art Van Furniture, LLC (“Art Van”) and its affiliates, all of which were jointly administered under Case No. 20-bk-10553 (D. Delaware).
3. In addition, the Company opened or acquired 13 additional locations between May 29, 2020 and October 7, 2020 in Michigan, Ohio and Pennsylvania.
4. Since its formation, the Company has evaluated the markets in which it opened stores and the costs of advertising and delivering goods to those markets. The Company has been focused on potential for growth, the costs to operate each location, and the continued impact of the uniquely challenging retail market which has resulted in decisions to consolidate certain locations and close others, to maximize operational efficiency and best serve its customers, creditors, employees and investor.
5. The Board of Directors has reviewed and considered the financial and operational condition of the Company, and the Company’s business on the date of this Resolution, as well as projections for the future of the operation of the business.
6. In so doing, the Board of Directors has consulted with, and taken the recommendations of management, and outside legal, financial and other advisors.
7. The Board of Directors has considered all relevant factors, including, but not limited to, the continuing pandemic, government restrictions on business operations, the need for additional operational financing, the demands of certain creditors, including the assertion of liens against the Company’s inventory, the need for an orderly process at locations that are expected to close, and the ability to restructure locations that the Company wishes to continue to operate; and
8. The Board of Directors has considered all legal strategies to preserve and maintain the value of the Company’s operations and assets

NOW, THE BOARD OF DIRECTOR RESOLVES:

A. It is in the best interests of the Company, its customers, its creditors, employees and investor to commence a Chapter 11 Bankruptcy Case under 11 U.S.C. §101, et seq. by filing a Voluntary Petition and related documents (the “Petition”) with the United States Bankruptcy Court for the Eastern District of Michigan (the “Bankruptcy Court”);

B. The officers of the Company, including its President, Mack Peters (“President”), and such other officers as the President may designate (together, the “Designated Parties”), are directed and authorized to execute and file on behalf of the Company all documents reasonably necessary or desirable to obtain the benefits of Chapter 11 and the Petition;

C. The law firm of Butzel Long, PC (“Butzel”) is authorized and empowered to represent the Company as bankruptcy counsel in connection with all of the Company’s duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s Chapter 11 case and interests as Debtor and Debtor-in-Possession. The Company’s officers and representatives are authorized on behalf of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Butzel Long;

D. The firm of B. Riley Advisory Services (“B. Riley Advisory”) is authorized and empowered to represent the Company as financial advisors in connection with the Company’s Chapter 11 case and interests as Debtor and Debtor-in-Possession, and to perform such duties and provide such information as may be requested by the Company, or which may be reasonably necessary or appropriate to advance the Company’s interests in its Chapter 11 Case. The Company’s officers and representatives are authorized on behalf of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of B. Riley Advisory;

E. The Designated Parties are also authorized, directed and empowered to employ any other entity as professionals, consultants, advisors, investment bankers, liquidation agents, special counsel or accountants to the Company as may be deemed necessary to represent and assist the Company in connection with the Chapter 11 Case. This authority and direction shall include the authority and duty to execute appropriate retention agreements, pay appropriate retainers and cause the filing of appropriate applications for authority to retain the services of such entities.

F. The Designated Parties are authorized, directed and empowered to enter into on behalf of the Company, post-petition agreements, including post-petition financing and use of cash collateral on terms to be negotiated by the Designated Parties, to grant liens on the Company’s assets as may be contemplated by such agreements, to direct counsel to seek Bankruptcy Court approval of such agreements and to executed any reasonably appropriate agreements on behalf of the Company.

G. The Designated Parties are authorized and directed to execute and perform any store closing agreements, including any agreements for going-out-of-business sales to be conducted by third parties, and to grant liens on the Company's assets as may be contemplated by such agreements, to direct counsel to seek Bankruptcy Court approval of such agreements and to execute any reasonably appropriate agreements on behalf of the Company.

H. The Designated Parties are hereby authorized, directed and empowered, in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner in such manner as the Designated Party may approve, and the performance or execution of any document by any Designated Party shall be conclusive evidence of the approval of it by the Designated Party and Company.

I. It is the intention of the Board of Directors that the authority granted to the Designated Parties under this Resolution be broadly interpreted to permit the Designated Parties the necessary authority to successfully fulfill the Company's duties in the Chapter 11 Case.

J. All of the acts and transactions relating to the Company's operations and the Chapter 11 Case taken before the date of this Resolution that would have been approved by these Resolutions if taken after the date of this Resolution are hereby in all respects confirmed, approved and ratified.

IN WITNESS WHEREOF, the sole Director has executed this Consent Resolution in accordance with Delaware General Corporation Law, as amended, Section 141(f) on January 5, 2021



JEFF LOVE, sole Director