

CASTLEWOOD

**Unanimous
Consent**

UNANIMOUS CONSENT IN LIEU OF
ORGANIZATIONAL MEETING

OF

CASTLEWOOD HOMEOWNERS' ASSOCIATION, INC.

We, the undersigned, being all of the directors named in the Articles of Incorporation of Castlewood Homeowners' Association, Inc., a Texas non-profit corporation (the "Corporation"), pursuant to the provisions of Article 1396-9.10 of the Texas Non-Profit Corporation Act, do, by our unanimous consent, take the following corporate action and adopt the following resolutions, which corporate action and resolutions shall have the same force and effect as a unanimous vote of all of the directors of the Corporation at a formal organizational meeting of the Board of Directors of said Corporation:

RESOLVED, that the Articles of Incorporation having been approved and filed in the office of the Secretary of State of Texas on May 15, 1997, be placed in the minute book of this Corporation.

* * *

RESOLVED, that Julian Hawes, Jr. James L. Pabich and Kathy Hall, having been designated as directors of the Corporation by the Articles of Incorporation until the first annual meeting of directors or until their successors are elected and qualified, do accept the office of director of the Corporation, such acceptance being evidenced by their respective signatures below.

* * *

RESOLVED, that the Bylaws submitted to each director of this Corporation be, and the same hereby are, adopted for and as the Bylaws of this Corporation, and the Secretary of this Corporation be, and the same hereby is, directed to cause a copy of the Bylaws to be inserted in the minute book of this Corporation.

* * *

RESOLVED, that the following individuals be, and they hereby are, elected to the offices set forth opposite their respective names, to serve as such until the first meeting of the Board of Directors of the Corporation or until their respective successors are elected and qualify:

<u>Name</u>	<u>Office</u>
James L. Pabich	President and Treasurer
Julian Hawes, Jr.	Vice President
Kathy Hall	Secretary

* * *

RESOLVED, that regular bank accounts in the name of this Corporation be opened from time to time in such banks as the President of the Corporation shall deem necessary or appropriate, wherein may be deposited any of the funds of this Corporation and from which withdrawals are hereby authorized in the name of this Corporation by the signatures of such individual or individuals as the President shall designate; and

FURTHER RESOLVED, that the Secretary of this Corporation be, and the same hereby is, authorized to certify to such bank resolutions authorizing the opening of such bank accounts in such form as said banks may customarily require, and such resolutions shall be inserted in the minute book of the Corporation following these minutes as if set forth herein in full.

* * *

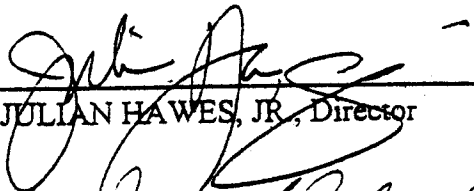
RESOLVED, that the fiscal year for this Corporation shall commence on the first day of January of each year and shall end on the thirty-first day of December of each year.

* * *

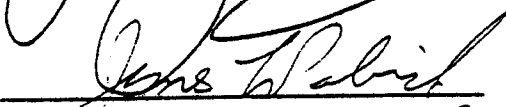
RESOLVED, that the Treasurer of this Corporation be, and the same hereby is, authorized to pay out of the funds of this Corporation all of the fees and expenses incurred necessary to the organization of this Corporation.

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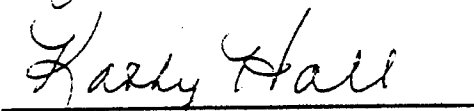
DATED effective the 1st day of July, 1997.



JULIAN HAWES, JR., Director



JAMES L. PABICH, Director DIRECTOR



KATHY HALL, Director

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**UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
CASTLEWOOD HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, being all of the Directors of Castlewood Homeowners' Association, Inc. (the "Corporation"), a Texas non-profit corporation, do hereby, pursuant to Article 1396-9.10 of the Texas Non-Profit Corporation Act, give their written consent to: (a) the waiving of notice of a special meeting of the Board of Directors of the Corporation; and (b) the taking of the following actions, which actions could have been taken by the Board of Directors had said meeting been held. The following resolutions shall be, and they hereby are, adopted:

1. Election of Officers.

RESOLVED, that the following persons be, and they hereby are, elected to the offices set forth opposite their respective names, to serve as such until the next annual meeting of the Board of Directors of the Corporation or until their respective successors shall be duly elected and qualified to serve, or until their earlier death, resignation, disqualification, or removal from office:

<u>Name</u>	<u>Office</u>
Julian Hawes, Jr.	President
David Seng	Vice President
Teresa Parsley	Secretary/Treasurer

EXECUTED to be effective as of the 17th day of September, 1998.

DIRECTORS:



Julian Hawes, Jr.



David Seng



Teresa Parsley