
UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

IN LIEU OF ORGANIZATIONAL MEETING

OF

TYLER STONEGATE PROPERTY OWNERS ASSOCIATION, INC.

A Texas Non-Profit Corporation

We, the undersigned, being all the initial directors named in the Articles of Incorporation of **TYLER STONEGATE PROPERTY OWNERS ASSOCIATION, INC.**, a Texas non-profit corporation (the "Association"), hereby, pursuant to the provisions of Article 1396-9.10 of the Texas Non-Profit Corporation Act, consent to and approves the following resolutions and each and every action effected thereby:

1. Articles of Incorporation: RESOLVED, that the Articles of Incorporation that were filed in the office of the Secretary of State of the State of Texas on September 27, 2001 by Paul D. Pruitt, as Incorporator, are approved, accepted, ratified, and adopted as the Association's Articles of Incorporation, and the Secretary of the Association is directed to insert the Articles of Incorporation and the Certificate of Incorporation issued by the Secretary of State of the State of Texas under Charter No. 800014299, in the minute book of the Association.
2. Bylaws. RESOLVED, that the Bylaws for the regulation and management of the affairs of the Association attached hereto as Exhibit "A", are approved and adopted as the Bylaws of the Association, and the Secretary of the Association is directed to insert a copy of the Bylaws in the minute book of the Association.
3. Minute Book. RESOLVED, that
 - (a) the minute book presented to the Board of Directors of the Association is approved and adopted, and the action of the Secretary in inserting in it the Articles of Incorporation, the Certificate of Incorporation, and the Bylaws are ratified and approved, and
 - (b) the Secretary is hereby directed to authenticate the minute book, to retain custody of it, and to insert therein minutes of any meeting and of other proceedings (or written waivers and consents to any action) of the Members, Directors and Committees of the Association and other appropriate records of the Association.

4. Corporate Seal. RESOLVED, that the corporate seal, an impression of which appears on the margin of this Unanimous Consent, is hereby approved and adopted as the form of seal of the Association, provided that the use of such seal shall not be required upon, and shall not affect the validity of, any instrument issued or executed by the Association.

5. Number of Directors. RESOLVED, that until further action by Members or the Board of Directors of the Association, the following three (3) directors shall constitute the entire Board of Directors of the Association.

JOSEPH Z. ORNELAS

MARK G. MAHAFFEY

Joy A. Mahaffey

6. Election of Officers. RESOLVED, that the following individuals are elected to the offices of the Association set forth opposite their names, to serve as such until their respective successors are elected or appointed and qualified or, if earlier, until death, resignation, or removal from office:

President - **MARK G. MAHAFFEY**
Secretary - **JOSEPH Z. ORNELAS**
Treasurer - **MARK G. MAHAFFEY**

7. Compensation of Officers. RESOLVED, that the officers of the Association shall serve as such without salary or other compensation, but shall be entitled to the reimbursement of reasonable out of pocket expenses incurred by the officers in discharging their duties to the Association, upon approval of such expenses by resolution of the Board of Directors, from time to time.

9. Banking Resolutions. RESOLVED, that the Association establish such banking arrangements **HIBERNIA NATIONAL BANK** as from time to time become necessary, desirable or appropriate, including arrangements with respect to establishing and maintaining checking accounts, and that the signatures of all directors of the Association at the bottom of the form of certificate of resolution(s) provided by Hibernia National Bank authorizing such banking arrangements shall constitute and be construed as a unanimous written consent to the adoption of such resolution(s) by the Board of Directors of the Association under the provisions of Article 1396-9.10 of the Texas Non-Profit Corporation Act, and that the Secretary of the Association is hereby authorized to certify to such resolution(s) so signed by all directors of the Association in such form as Hibernia National Bank may require, and such resolution(s) so certified shall be deemed to be copied in the minute book as if set forth therein in full.

10. Organizational Expenses. RESOLVED, that the appropriate officer of the Association be, and hereby is, authorized and directed to pay all charges and expenses incident to and necessary for the organization of the Association and to reimburse any person who has made any disbursement

therefor.

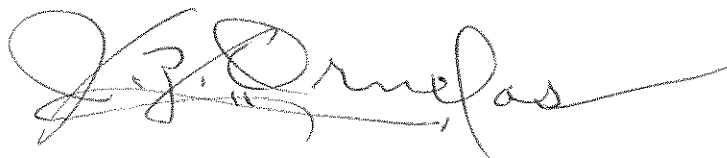
11. Fiscal Year. RESOLVED, that the fiscal year of the Association shall end on the last day of December each year.

12. Employer Identification Number. RESOLVED, the President is hereby authorized to obtain a Tax Identification Number from the Internal Revenue Service and is further authorized to sign and file Form SS-4 on behalf of the Association.

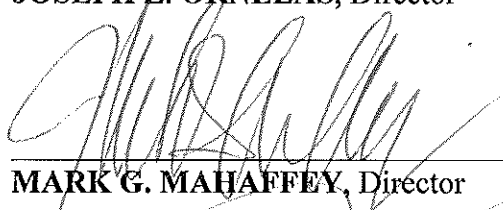
13. Authorization to Effectuate. RESOLVED, that the officers of the Association are hereby severally authorized (a) to sign, execute, certify to, verify, acknowledge, deliver, accept, file, and record any and all instruments and documents, and (b) to take, or cause to be taken, any and all such action, in the name and on behalf of the Association, as (in such officer's judgment) shall be necessary, desirable or appropriate in order to effect the purposes of the resolutions herein contained.

15. Ratification of Prior Actions: RESOLVED, that any and all action taken by any proper officer of the Association prior to the date this Unanimous Consent is actually executed in effecting the purposes of the resolutions herein contained is hereby ratified, approved, confirmed, and adopted in all respects.

IN WITNESS WHEREOF, the undersigned directors of the Association have executed this Unanimous Consent as of the 24th day of October, 2001.



JOSEPH Z. ORNELAS, Director



MARK G. MAHAFFEY, Director



PAUL D PRUITT, Director