

**RESOLUTIONS BY THE UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
NORTH COLLEGE PARK NEIGHBORHOOD ASSOCIATION, INC.  
IN LIEU OF ORGANIZATIONAL MEETING**

June 6, 2008

Pursuant to Section 22.220 of the Texas Business Organizations Code, the undersigned, being all of the directors of North College Park Neighborhood Association, Inc., a Texas non-profit corporation (the "*Corporation*"), hereby declare that when they have signed this consent, or a counterpart hereof, the following resolutions shall then be consented to, approved of and adopted to the same extent and to have the same force and effect as if adopted at an organizational meeting of the Board of Directors of the Corporation (the "*Board*") duly called and held for the purpose of acting upon proposals to adopt such resolutions:

Organizational Matters

RESOLVED, that, the Certificate of Formation of the Corporation (the "*Certificate*") having been duly filed in the office of the Secretary of State of the State of Texas on June 5, 2008, the Secretary of the Corporation is instructed to insert the Certificate, as certified by the Secretary of State, in the minute book of the Corporation;

RESOLVED FURTHER, that the By-Laws adopted by the members of the Corporation, a copy of which have been delivered to and reviewed by the Board, are adopted as the By-Laws of the Corporation, and the Secretary is instructed to insert a copy of the By-Laws in the minute book of the Corporation;

RESOLVED FURTHER, that the following persons be, and they hereby are, elected to the offices of the Corporation set forth opposite their names, to serve in such capacities until the election and qualification of their successors, or until their earlier resignation or removal from office:

Kevin Chumney	President
Russell Bowen	Vice President
Janice Ramirez	Secretary

RESOLVED FURTHER, that the appropriate officers of the Corporation hereby are authorized, empowered and directed to establish such bank accounts or brokerage accounts that they deem appropriate; that the President and such other officers or individuals as the Board may from time to time direct in writing, shall

be authorized signatories on such accounts; that each and all of the resolutions required by any bank or other entity for the opening of a corporate account hereby are adopted, as though set forth in full at this point, and the Secretary of the Corporation hereby is authorized to certify to the adoption of such resolutions on such form or forms as the bank or other entity may require; and the Secretary shall insert a copy of the resolutions, if any, as so certified, in the official minute book of the Corporation;

RESOLVED FURTHER, that the fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of each year, except that the first year of the Corporation shall begin on the date of incorporation;

RESOLVED FURTHER, that all of the actions taken by the incorporator of the Corporation be, and they hereby are, approved and ratified as the actions of the Corporation;

RESOLVED FURTHER, that the President is directed to pay all expenses properly incurred in connection with the organization of the Corporation;

RESOLVED FURTHER, that the Secretary hereby is authorized to obtain such books, ledgers, stationery, and supplies as may be necessary for the maintenance of the records of the Corporation, and is authorized to pay for the same from the funds of the Corporation; and the Secretary is instructed to initiate and maintain proper books and records for the Corporation; and

General Implementing Authority

RESOLVED FURTHER, that the officers of the Corporation, or any of them, be and hereby are authorized, empowered, and directed by and on behalf of the Corporation (i) to do or cause to be done all other things and acts, (ii) to execute, deliver, file, and perform or cause to be executed, delivered, filed, and performed all other instruments, documents, and articles, and (iii) to pay or cause to be paid all costs, fees, and other amounts as may be, in their sole judgment, necessary, proper, or advisable in order to consummate the transactions described herein and all related or ancillary documents and otherwise to carry out and comply with the purposes and intent of the foregoing resolutions; and that all of the acts and deeds of the officers which are consistent with the purposes and intent of the foregoing resolutions be and hereby are in all respects approved, confirmed, and adopted as the acts and deeds of the Corporation.

**[SIGNATURES ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, have executed this Unanimous Written Consent as of the date first above written.

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Kevin A. Chumney

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Rachel A. Chumney

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Janice Ramirez

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Sarah Pochyla

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Russell Bowen

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Lon Thomas

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Connie Thomas

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Walter Gromidan

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Doug Freeman