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CORPORATE GOVERNANCE RECORDS — TEXAS NON-PROFIT CORPORATION

Section Two: Directors' Meetings

Organizational Minutes and Director-Meeting Forms of

RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.

A Texas Non-Profit Corporation

Articles of Incorporation filed with the Texas Secretary of State on March 23, 2002
Part of the corporate record book of the Association

This reading copy was re-typeset from a 20-page scanned record. Article and section headings, defined terms, names, dates and cross-references have been verified page-by-page against the scan. Most pages of this document are pro-forma corporate forms containing blank fields intended to be filled in; blank fill-in lines in the original are shown here as underscored rules. Any genuinely illegible passage is flagged in line as [illegible — verify against original].

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This reading copy follows the headings and ordering of the recorded original. Page numbers are intentionally omitted from this contents list because the re-typeset edition does not share the original's pagination; use the PDF bookmarks panel to navigate. The original's contents page lists this material as "Section Two" of a larger bylaws/corporate-records compilation.

I.

ORGANIZATIONAL DIRECTORS' MEETING

**MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**
(A Non-Profit Corporation)

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Appendices To Minutes:

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ARTICLE ONE—AUTHORITY TO ACT

The organizational meeting of the Board of Directors of RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC., a Texas Non-Profit Corporation, was held in _____, Texas, on the _____ day of _____, _____, at _____ .m.

The meeting was called by the Incorporator(s) named in the Articles of Incorporation, which were filed in the office of the Secretary of State of the State of Texas on March 23, 2002. Present at the meeting were all of the Directors named in the Articles of Incorporation. At this meeting, the following business was conducted, and on motions duly made, seconded, and carried, the following resolutions were adopted:

ARTICLE TWO—IDENTIFICATION OF MEETING

RESOLVED, that this meeting is the organizational meeting of the Board of Directors of RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.

ARTICLE THREE—CHAIRMAN AND SECRETARY

RESOLVED, that _____ shall be, and hereby is, elected Chairman of the meeting and that _____ shall be, and hereby is, elected Secretary of the meeting.

ARTICLE FOUR—RECORD BOOK

RESOLVED, that this Corporation shall maintain a Corporate Record Book containing the minutes of this meeting and all subsequent meetings of the Board of Directors and Members of this Corporation, and such other documents as the Corporation, the Board, or the Members shall from time to time direct.

ARTICLE FIVE—ARTICLES OF INCORPORATION

RESOLVED, that a file-marked copy of the Articles of Incorporation of the Corporation and the original Certificate of Incorporation from the Texas Secretary of State shall be inserted in the Corporate Record Book.

ARTICLE SIX—BYLAWS

RESOLVED, that the Bylaws presented to and considered at this meeting are adopted as the Bylaws of the Corporation, and the Secretary of the Corporation is ordered to certify a copy of such Bylaws, insert them in the Corporate Record Book, maintain them in the Corporation's principal business office, and keep them open for inspection by the Members at all reasonable times during office hours.

ARTICLE SEVEN—SEAL

RESOLVED, that the form of seal presented to this meeting is approved and adopted as the Corporation's official seal, and that an impression thereof be embossed on the margin of these minutes to the right of this resolution, the Seventh Article of these Minutes.



ARTICLE EIGHT—EXPRESS AUTHORITY OF OFFICERS

RESOLVED, that the President of the Corporation be, and hereby is, authorized to purchase, sell, and convey any and all real and personal property of every kind and nature as may be determined by said officer to be in the best interest of the Corporation for such price and on such terms, including part cash and part credit, all cash, or all credit, as said officer may deem proper and in the best interest of the Corporation.

RESOLVED FURTHER, that the President is authorized and empowered to enter into contracts, execute notes, deeds of trust, deeds, releases, leases, transfers, mortgages, mechanic's lien contracts, plats, easements, dedications, land use restrictions, and amendments thereto and to execute such other instruments in writing affecting the title to real estate or other property belonging to the Corporation or otherwise, as in the judgment of said officer is deemed best for the Corporation, all of which, when so executed by said officer, shall be for and on behalf of the Corporation and shall constitute the act and deed of the Corporation, and it shall not be necessary for the Secretary to attest to any instrument so executed by the President on behalf of the Corporation.

RESOLVED FURTHER, that the President is authorized and empowered to borrow money on behalf of the Corporation in such amounts and on such terms as determined by said officer to be in the best interest of the Corporation; as security therefor to make and deliver security agreements and deeds of trust creating liens on the real and personal property owned by the Corporation; and to perform these actions as determined in said officer's discretion to be in the best interest of the Corporation.

ARTICLE NINE—OFFICERS

RESOLVED, that the following persons are hereby elected as officers of the Corporation:

PRESIDENT: _____
VICE PRESIDENT: _____
SECRETARY: _____
TREASURER: _____

ARTICLE TEN—COMPENSATION OF OFFICERS

RESOLVED, that the salaries or compensation of all officers of the Corporation may be set, and may be changed from time to time, by simple resolution of the Board of Directors.

ARTICLE ELEVEN—TAX-EXEMPT STATUS

RESOLVED, that the President, Treasurer, and Secretary shall investigate tax exemption for the Corporation and if appropriate shall make prompt application for federal tax-exempt status with the Internal Revenue Service, and for state tax-exempt status with the Texas Comptroller’s office.

ARTICLE TWELVE—BANK ACCOUNT

RESOLVED, that the Corporation establish in its name one or more deposit accounts with a bank chosen by the President and Treasurer, on such terms and conditions as are authorized to establish all such accounts.

RESOLVED FURTHER, that the below-named and subscribed officers of the Corporation are authorized to draw checks on the Corporation’s account(s), with signatures duly certified to the bank by the Secretary of the Corporation, and the bank is hereby authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or other person authorized to sign the same.

The following signature block appears at the top of original page 5 and collects the specimen signatures of the subscribed officers referenced in Article Twelve. Handwritten signatures do not OCR; the printed names and offices below were transcribed from the 300-DPI scan.

Signature

Les Ware

Printed Name

Director

Office

Signature

Amy Abboud

Printed Name

Director

Office

Signature

Nancy A. Gonzalez

Printed Name

Director

Office

Signature

Sherrilyn M. Mauney

Printed Name

Secretary

Office

ARTICLE THIRTEEN—BANKING RESOLUTION

RESOLVED, that the Corporation hereby adopts by reference all of the resolutions and provisions of that certain printed form banking resolution presented at the meeting, and it is directed that a conformed copy thereof be attached to and made a part of the minutes of this meeting.

ARTICLE FOURTEEN—WAIVER AND CONSENT

RESOLVED, that these Directors, by their signatures affixed to these minutes of this organizational meeting of the Board of Directors, and by this resolution, do hereby waive notice of the time and place of this meeting, do consent to the meeting, and do approve of the contents of these minutes of this organizational meeting.

ARTICLE FIFTEEN—ADJOURNMENT

RESOLVED, that there being no further business to come before the organizational meeting of the Board of Directors, the meeting be duly adjourned.

The foregoing reflects all business conducted by the Board of Directors at the organizational meeting or through unanimous consent to action taken in lieu of the organizational meeting.

DATED: the _____ day of _____, 20_____.

Meeting Secretary

APPROVED:

Meeting Chair



APPROVAL OF MINUTES

We hereby approve the foregoing minutes of the organizational meeting of the Board of Directors and acknowledge the exhibits attached hereto.

Leslie D. Ware, Director

Amy Abboud , Director

Nancy Gonzalez, Director

CONTENTS OF APPENDICES TO MINUTES

The following documents have been appended to these minutes:

A) BANKING RESOLUTION

B) _____

C) _____

**BANKING RESOLUTION OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

RESOLVED, that the following bank, at the location shown below, is designated as a depository of the Corporation, and that one or more checking or savings accounts of the Corporation be established and maintained in its name at said Bank:

Name of Bank: _____

Location: _____

RESOLVED FURTHER, that the following officers of the Corporation shall be authorized, on behalf of the Corporation and as its own act, to sign, alone and with no countersignature, checks, drafts, notes, bills of exchange, acceptances, or other orders for the payment of money, and to endorse any checks, notes, bills, or other instruments owned by, held by, or endorsed to the Corporation, or to do any other acts convenient or necessary to the opening, maintenance, and closing of such accounts, and the deposit or withdrawal of funds therefrom:

Authorized Officers: _____

RESOLVED FURTHER, that said Bank is authorized to honor and pay any and all checks and drafts of this Corporation signed as provided in this resolution, whether or not payable to the person or persons signing them; and that checks, drafts, bills of exchange, and other evidences of indebtedness may be endorsed for deposit to the account or accounts of this Corporation by any of the foregoing officers or by any other employee or agent of this Corporation, and may be endorsed for deposit or collection in writing or by stamp without designation of the person making such endorsement.

RESOLVED FURTHER, that any of the above-named officers shall be authorized to enter into a rental agreement in the name of the Corporation for one or more safe-deposit boxes in the vaults of said Bank, and to have the right to access to and control of the contents of such safe-deposit boxes, including the right to remove the whole or any part of the contents thereof, and to surrender said boxes, releasing the Bank from all liability with respect thereto.

RESOLVED FURTHER, that any of the said Officers may execute an agreement or agreements with said Bank relating to the opening, maintenance, or use of a night depository, and that upon such execution, the Corporation shall be bound by the terms and conditions thereof.

BANKING RESOLUTION OF THE BOARD OF DIRECTORS OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC., PAGE 1

RESOLVED FURTHER, that the Secretary of the Corporation, by signature hereto, is authorized and directed to certify to said Bank the due adoption and existence of this resolution and the names and specimen signatures of the officers of the Corporation presently authorized to sign as aforesaid. When any changes are made in the persons holding such offices, the Secretary shall certify the fact of such change and the name and specimen signature of each new officer.

RESOLVED FURTHER, that the certificate by the Secretary of this Corporation as to the election or appointment of the authorized officers named in this resolution, and of their successors, shall be binding on this Corporation, and the authority conferred by this resolution shall remain in force until written notice of the revocation or modification hereof shall be delivered to an officer of said Bank.

Adopted by the Board of Directors on _____

President

Director

Secretary

Director

Director

Director



**WAIVER OF NOTICE OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

We, the undersigned, being the Directors named in the Articles of Incorporation of the above Corporation, hereby agree and consent that the organizational meeting thereof be held on the date and at the time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Place of meeting: _____

Date of meeting: _____

Time of meeting: _____

Director

Director

Director

Director



**CONSENT TO ACTION TAKEN IN LIEU OF
ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF
RIDGE OF ROCKWALL HOMEOWNER’S ASSOCIATION, INC.**

We, the undersigned, being all of the Directors of the Corporation, in lieu of an Organizational Meeting of the Board of Directors of the Corporation, do hereby individually and collectively consent by this writing to take the actions, to adopt the resolutions, and to transact the business of the Corporation as set out in the above and foregoing attached documents, whether such documents take the form of minutes of organizational meeting or any other similar form.

Director

Director

Director

Director



**II.
ONGOING DIRECTORS’ MEETINGS**

**MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

A meeting of the Board of Directors of the Corporation was held at: _____ on the _____ day of _____ 20____ at _____ o'clock _____ .m. The meeting was (regular) (special, upon call of the Corporation's _____).

The undersigned Directors of the Corporation, being a quorum of the Directors of the Corporation, were present and participated throughout the meeting.

_____ acted as Chairman of the meeting.

_____ acted as Secretary of the meeting.

[] (The meeting was a regular meeting for which call and notice are dispensed with in accordance with the Bylaws); or

[] (Notice of the meeting was duly and timely given to each Director, and filed immediately preceding these minutes in the Corporate Record Book); or

[] (A written waiver of notice or written consent to the meeting was signed by all Directors not present at the meeting, which waiver(s) and/or consent(s) are filed with the corporate records.)

The minutes of the preceding meeting of the Board of Directors held on _____ were read and approved.

The President presented a general report of the business of the Corporation, and the Secretary and the Treasurer presented their reports of the Corporation. The officers' reports were filed with the minutes of this meeting.

The meeting adopted the resolutions shown below, including any resolutions shown on additional pages attached hereto. Each resolution was moved, seconded, and passed by the Directors shown, and any Directors dissenting to any resolution did so for the reasons stated therein.

Number of additional pages attached: (none) (_____).

The following persons were nominated and duly elected to the offices set beside their respective names to serve until their respective successors are chosen and qualified:

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated: _____

Director

President

Director

Secretary

Director



The following documents have been appended to these minutes:

A) OFFICERS' REPORTS:

B) _____

C) _____

**WAIVER OF NOTICE OF MEETING OF
THE BOARD OF DIRECTORS OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

We, the undersigned Directors of the Corporation, do hereby severally waive notice of the time, place, and purpose of the meeting of the Board of Directors of the Corporation, and any adjournments thereof, and do hereby consent that it be held at the place designated hereunder the _____ day of _____ 20____ at _____ o'clock _____ .m.

Place of Meeting: _____

Dated this, the _____ day of _____ 20____ .

Director

Director

Director

Director



**CONSENT TO ACTION TAKEN IN LIEU OF
MEETING OF THE DIRECTORS OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

We the undersigned, being all the persons entitled to vote on the following matters at a meeting of the Directors of the Corporation, by our signatures which follow hereby authorize the actions and resolutions written out in full below:

Dated this the _____ day of _____ 20_____.

Director

Director

Director

Director



Additional pages attached: [] None; [] _____ pages of additional actions.
DIRECTORS: Please initial any subsequent action pages, then sign this page.

**RESIGNATION OF DIRECTOR(S) OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

To all it may concern:

The undersigned Director(s) hereby tender my/our resignation from the Board of Directors of RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC. to take effect on _____.

Dated: _____

Respectfully submitted,

**APPOINTMENT OF PROXY
FOR DIRECTORS' MEETING OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

I, the undersigned, am a Director of RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC. I hereby revoke any previous proxies.

Retaining full power of substitution and revocation, I hereby appoint _____ my true and lawful proxy, and direct said proxy to attend and represent me at the Directors' meeting to be held on the date and at the time and place shown below, and any subsequent Directors' meeting(s), and any continuous or adjournment thereof, held within three (3) months of the date of this appointment.

My said appointed proxy is authorized to represent me, and to vote, execute consents, and otherwise act for me in the same manner and with the same effect as if I were personally present and acting.

This proxy shall be of no effect at any meeting which I may personally attend.

Date: _____

Time: _____

Place: _____

I have signed this proxy on the _____ day of _____ 20_____.

Director

**III.
DIRECTORS' MEETING NOTICE**

**NOTICE OF MEETING OF
THE BOARD OF DIRECTORS OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

PLEASE TAKE NOTICE THAT a meeting of the Board of Directors of the Corporation will be held on the date and at a time and place stated below. The meeting is a (regular meeting) (special meeting held upon the call of the Corporation's _____).

Place of Meeting: _____

Date of Meeting: _____

Time of Meeting: _____

Date Notice sent: _____

The meeting shall consider and act on all matters and business which may properly come before the Board. Without limitation, you are advised that the meeting may consider any agenda which may be included in this notice.

Secretary

**RECORD OF MAILING NOTICE OF
THE BOARD OF DIRECTORS MEETING OF
RIDGE OF ROCKWALL HOMEOWNER'S ASSOCIATION, INC.**

STATE OF _____

COUNTY OF _____

KNOW ALL PERSONS BY THESE PRESENTS:

On the _____ day of _____ 20____ I, the undersigned officer of the Corporation, personally deposited in a mail collection box in the city of _____, state of _____, copies of the attached notice of meeting of the Board of Directors, each copy enclosed in a separate, securely sealed, first class, postage-paid envelope, with one envelope addressed to each person whose name appears thereon, or on the attached list of Directors, at the respective address of each as therein set forth, so that each such person was duly mailed a notice.

Having made this Declaration, I have attached to it a copy of the notice given, and filed this statement with a copy of the notice attached in the Corporate Record Book as part of the Corporation's records, all in the normal course of my duties, which include giving notice of Directors' meetings, making a statement of mailing of each notice, and filing such statement with a copy of the notice attached.

Signed on this the _____ day of _____ 20____.

