

**RESOLUTIONS OF WATERFORD ON LAKE TRAVIS
PROPERTY OWNERS ASSOCIATION III, INC.,
A NONPROFIT CORPORATION**

March 7, 2020

Each of the undersigned, being all of the members of the Board of Directors and a majority of the members of WATERFORD ON LAKE TRAVIS PROPERTY OWNERS ASSOCIATION III, INC., a Texas nonprofit corporation (the "Association"), by way of these Resolutions of Waterford on Lake Travis Property Owners Association III, Inc. ("Resolution"), hereby takes the following action, with the same force and effect as if the undersigned had been present at a meeting of all members and the Board of Directors of the Association and had voted for the same:

WHEREAS, the Association is a party to that Master Declaration dated September 1, 2005, and recorded as Document No. 2005163285 in the Real Property Records of Travis County, Texas, as amended and restated by that certain Amended and Restated Master Declaration of Waterford on Lake Travis, Sections 3, 4, 5, and 6, of record, on September 25, 2018, in Document No. 2108151931, of the Real Property Records of Travis County, Texas, and as further amended by that certain Assignment, Amendment, and Transfer of Rights, Duties, Interest, Powers, and Obligations recorded on or around the date hereof in Document No. 2020017757, of the Real Property Records of Travis County, Texas (as amended, the "Declaration");

WHEREAS, under the Declaration, every owner of a lot in Sections Three A, Three B, and Three C of Waterford on Lake Travis (the "Subdivision") is automatically a member of the Association;

WHEREAS, the Association has or intends to assume the rights and obligations of Waterford Lago Vista LLC (the "Developer") and WF Property Owners Association, Inc. (the "Former Association") under the Declaration with respect to the Subdivision; and

WHEREAS, the Association has or intends to acquire the property described as follows (the "Property"):

Tract 1: Lot 1, Block C, WATERFORD ON LAKE TRAVIS SECTION THREE C, a subdivision in Travis County, Texas, according to the map or plat thereof, recorded under Document No. 200700052, of the Official Public Records of Travis County, Texas; and,

Tract 2: Lot 1, Block B, RESUBDIVISION OF LOT 1, BLOCK B, WATERFORD ON LAKE TRAVIS SECTION THREE C, a subdivision in Travis County, Texas, according to the map or plat thereof, recorded under Document No. 200800213, of the Official Public Records of Travis County, Texas; SAVE AND EXCEPT, a 3.487 acre tract described in deed dated April 13,

2009, recorded under Document No. 2009059885, of the Official Public Records of Travis County, Texas.

Certificate of Formation

RESOLVED, that the Certificate of Formation of the Association, as filed by Don Roche (the "Organizer") with the Secretary of State of the State of Texas on January 6, 2020, be inserted in the corporate minute book of the Association, and that the Secretary (defined below) be, and hereby is, authorized, empowered and directed to so insert the Certificate of Formation of the Association in the corporate minute book of the Association.

Ratification of Prior Actions of the Organizer

RESOLVED, that any and all actions heretofore taken by the Organizer in furtherance of any matter related to the incorporation and organization of the Association, whether or not he was properly authorized to act in such capacity at the time such action was taken, be, and such actions hereby are, authorized, ratified and confirmed in all respects as the act and deed of the Association.

Membership

RESOLVED, that every owner of a lot in the Subdivision shall be a member of the Association.

Board

RESOLVED, that the undersigned members hereby ratify and confirm that the following persons be, and they hereby are, elected to the Board of Directors:

1. Don Roche
2. Scott Herman
3. Michelle Dewine
4. Marcia Kendrick

Officers

RESOLVED, that the following persons be, and they hereby are, elected to the office(s) set forth opposite their respective names, to hold such office(s) until their respective successors have been duly elected and qualified or until their earlier respective death, resignation or removal (each, an "Officer"):

<u>Don Roche</u>	President
<u>Scott Herman</u>	Vice President
<u>Michelle Dewine</u>	Secretary
<u>Marcia Kendrick</u>	Treasurer

A list of the names and addresses of the current Directors and Officers of the Association is attached hereto as Exhibit A.

FURTHER RESOLVED, that each Officer be, and each Officer hereby is, authorized, empowered and directed to assume and perform such Officer's respective duties and responsibilities, as set forth in the Bylaws of the Association and the Certificate of Formation of the Association, and otherwise carry on the business of the Association.

Bylaws

RESOLVED, that the Board of Directors is hereby authorized, empowered, and directed to adopt the Bylaws of the Association, as may be amended from time to time.

Federal Employer Identification Number

RESOLVED, that the appropriate officers of the Association are authorized, empowered, and directed to e-file with the Internal Revenue Service to secure an EIN number on behalf of the Association.

Banking

RESOLVED, that the Board of Directors is hereby authorized, empowered, and directed to designate and open a bank account as a depository for the funds of the Association and to deliver signature cards, and any other documents requested by the Bank or other financial institution selected by the Board of Directors, including a corporate resolution in the form requested by said financial institutions.

Management Powers

RESOLVED, that, in accordance with the powers of the officers specified in the Association's Bylaws, the Officers are hereby authorized to execute and deliver any agreement in the name of the Association and to otherwise obligate the Association with respect to the business of the Association and within general guidelines and budgets approved by the Board; provided, however, that the Board may adopt from time to time specific limitations on the authority of such Officers.

Subdivision Rules

RESOLVED, that the Board of Directors is hereby authorized, empowered, and directed to adopt Subdivision rules for the benefit of the Subdivision and the owners.

Authorized Actions

RESOLVED, that the Association hereby approves the acquisition of the Property and the assumption of the rights of Developer and the Former Association under the Declaration with respect to the Subdivision.

Authorized Signatories

RESOLVED, that the undersigned hereby authorizes each of Don Roche, as President, Scott Herman, as Vice President, Michelle Dewinas Secretary and Marisa Kendrick, as Treasurer, of the Association (together, the "Authorized Signatories" or each an "Authority Signatory"), acting alone, to make, execute and deliver for and on behalf of and in the name of the Association, each of the documents, instruments and agreements any such Authorized Signatory may in his or her respective sole discretion deem advisable, necessary, expedient, convenient or proper in connection with performing any and all obligations related to consummating the following transactions and in connection with these resolutions;

FURTHER RESOLVED, that each of the Authorized Signatories of the Association, acting alone, is hereby authorized and directed on behalf of the Association to execute and deliver all documents and take such further action as is necessary or required to enable the Association to execute and fulfill its obligations under the terms of any and all documents related to the acquisition of the Property and the rights and obligations assumed with respect to the Subdivision;

FURTHER RESOLVED, that each of the Authorized Signatories of the Association, acting along, is hereby authorized, directed and empowered now and from time to time hereafter to make, execute and deliver for and on behalf of and in the name of the Association each of the documents, instruments and agreements as an Authorized Signatory of the Association may in his or her sole discretion deem advisable, necessary, expedient, convenient or proper in connection with performing any and all obligations related to consummating the foregoing transactions and in connection with these resolutions;

FURTHER RESOLVED, that all acts of the Authorized Signatories of the Association, as authorized and directed herein, are reasonably expected to benefit, directly or indirectly, the Association; and

FURTHER RESOLVED, that this consent hereby ratifies, approves and confirms any and all acts that each of the Authorized Signatories of the Association has done or may do in any way relating to or arising from or in connection with these resolutions.

Memorialization of Resolutions

RESOLVED that the Secretary be, and hereby is, authorized, empowered and directed to insert this Resolution in the corporate minute book of the Association.


This Resolution may be executed in multiple counterparts, each of which shall be deemed an original, and taken together, shall constitute one and the same instrument.


IN WITNESS WHEREOF, each of the undersigned has executed this Resolution as of the date first set forth above.

[Signatures Appear on Following Page]

[Board's Signature Page to Resolution of Waterford On Lake Travis Property Owners Association III, Inc.]

BOARD OF DIRECTORS:



Name:


Name:


Name:


Name:

This Resolution was approved and adopted by a majority of votes at a duly called meeting of the members of Waterford on Lake Travis Property Owners Association III, Inc.


Name:
President, Waterford on Lake Travis Property Owners Association III, Inc.



Name:
Secretary, Waterford on Lake Travis Property Owners Association III, Inc.

EXHIBIT A

INITIAL MEMBERS, DIRECTORS, OFFICERS, AND COMMITTEE MEMBERS

Name	Position	Address	Email
Don Roche	Director	1408 Watercliffe Lago Vista 78645	donroche1@gmail.com
Scott Herman	Director	1604 Watercliffe Lago Vista 78645	hermansandhe@gmail.com
Michelle Dewine	Director	1200 Watercliffe Lago Vista 78645	hmdewine@gmail.com
Marua Kendrick	Director	1116 Watercliffe Lago Vista 78645	mhKendrick@gmail.com
Don Roche	President	see above	
Scott Herman	Vice President	see above	
Michelle Dewine	Secretary	see above	
Marua Kendrick	Treasurer	see above	