

**UNANIMOUS CONSENT OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING
OF MATAGORDA BAYVIEW HOMEOWNERS
ASSOCIATION, INC.**

The undersigned, being all of the Directors of **Matagorda Bayview Homeowners Association, Inc.**, a Texas non-profit corporation (the "Company"), acting pursuant to the applicable provisions of Texas law, hereby consent to, approve of, and adopt the following resolutions:

1. Adoption of Bylaws.

RESOLVED, that the form of Bylaws presented to the Directors is adopted as the Bylaws of the Company, and that the President and Secretary of the Company are instructed to sign and file such Bylaws in the minute book of the Company.

2. Election of Directors.

RESOLVED, that the Company appointed Walter G. Mayfield, Sheila Mayfield, and Leigh Rhodes-Zittler to serve as Directors, performing the duties specified in the Bylaws of the Company, and to serve until his or her successor has been elected and qualified, or until his or her death or resignation or removal from the Board of Directors in the manner provided for in the Bylaws.

3. Election of Officers.

RESOLVED, that the following person is elected to the offices set forth opposite his/her name, to perform the duties specified in the Bylaws of the Company, and to serve until his/her successors have been elected and qualified, or until his/her death or resignation or removal from office in the manner provided for in the Bylaws:

Walter G. Mayfield	President/Treasurer
Sheila Mayfield	Vice President/Secretary

4. Acceptance and Approval of Minute Book.

RESOLVED, that (1) the minute book now containing, *inter alia*, the Certificate of Formation and the Bylaws of the Company is approved, accepted, and adopted, as is also such Certificate of Formation, and the action of copying or inserting them and the acknowledgement of the filing of the Certificate of Formation therein; and (2) that the Secretary is authorized to authenticate the minute book, retain custody of it, and insert therein this Consent and all other consents and minutes of proceedings of the Directors of the Company.

5. Adoption of Fiscal Year.

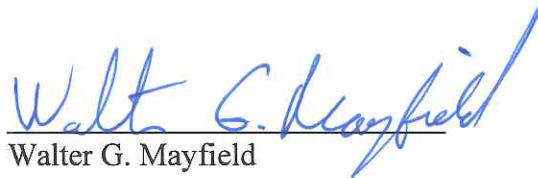
RESOLVED, that the fiscal year of the Company shall be the calendar year.

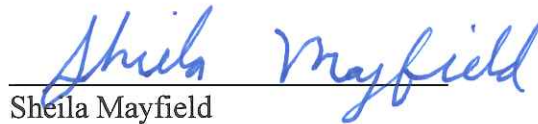
6. Authorization to Open Bank Account.

RESOLVED that the President of the Company is hereby authorized to select a bank as depository of the Company's funds, and the resolution of such Bank pertaining to the opening and operating of the following account of the Company thereby authorizing persons designated therein to execute instruments drawing upon deposits made to the account are hereby incorporated by reference and adopted and ratified in all respects as the resolutions of the Directors of this Company. The signatures required with respect to such account are designated on the resolutions mentioned above.

IN WITNESS WHEREOF, the undersigned Directors have signed this Unanimous Consent of Directors effective as of the 5th day of February, 2020.

DIRECTORS:


Walter G. Mayfield


Sheila Mayfield


Leigh Rhodes-Zittler