

POLO RANCH RESIDENTIAL COMMUNITY, INC.

**CONSENT OF DIRECTORS IN LIEU OF
ORGANIZATIONAL MEETING**

The undersigned, being all of the members of the Board of Directors of Polo Ranch Residential Community, Inc., a Texas non-profit corporation (hereinafter referred to as the “**Association**”), do hereby consent, pursuant to Section 22.220(a) of the Texas Business Organizations Code, to the adoption of the following resolutions:

1. DIRECTORS

RESOLVED, that each of the undersigned, being all of the directors of the Association, as named in its Certificate of Formation filed with the Secretary of State of the State of Texas, does hereby accept appointment to such office and does hereby agree to serve as a director of the Association until said director’s successor or successors have been duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

2. COMMUNITY MANUAL

RESOLVED, that the Association has received a copy of the Community Manual adopted by the Declarant, in accordance with that certain Polo Ranch Master Covenant [Residential], which the Declarant will cause to be recorded in the Official Public Records of Fort Bend County, Texas.

3. OFFICERS

RESOLVED, that each of the following-named persons be and they hereby are elected as officers of the Association for the office or offices set forth below opposite his or her name, and to hold any such office to which elected until the first annual meeting of the Board of Directors of the Association or until his or her successor should be chosen and qualified in his or her stead, or until his or her earlier death, resignation, retirement, disqualification or removal from office:

Mike Shuping	-	President
Dana Osborne	-	Vice President
Ashley Kanzler	-	Secretary/Treasurer

4. BOOKS AND RECORDS

RESOLVED, that the Secretary of the Association be and hereby is authorized and directed to maintain all necessary books and records of the Association.

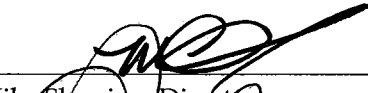
5. ORGANIZATIONAL EXPENSES

RESOLVED, that the President of the Association or other officer be and hereby is authorized and directed to pay all fees, expenses and costs incident to or necessary for the incorporation and organization of the Association and to reimburse any person who may have paid any of such fees, expenses and costs.


6. CORPORATE SEAL

RESOLVED, that a corporate seal is not adopted at this time and that no impression of a corporate seal is required on any Association document.

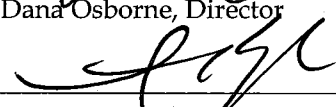
IN WITNESS WHEREOF, the undersigned have executed this instrument as of and effective the ____ day of _____, 20__.



Mike Shuping, Director



Dana Osborne, Director



Ashley Kanzler, Director