

**MINUTES OF THE ORGANIZATIONAL MEETING  
OF THE INITIAL BOARD OF DIRECTORS OF  
VILLAS AT NEWPORT COMMUNITY ASSOCIATION  
HELD ON APRIL 17, 2015**

The following are the minutes of the organizational meeting of the Board of Directors of Villas at Newport Community Association, a Texas non-profit corporation (the "Association"), held at 550 Greens Parkway, Suite 100, Houston, Texas 77067 on April 17, 2015 at 1:00 p.m., said meeting having been held pursuant to a waiver of notice signed by the initial directors of the Association.

Present at the meeting were: Robert Santini, Mark Janik and Ethan Springer, being two of the three initial directors named in the Certificate of Formation of the Association, one having resigned and been replaced. At the invitation of the board of directors, Sarah Ann Powers was also present at the meeting.

On motion duly made and seconded, Mr. Janik was elected to serve as chairman of the meeting, and Ms. Powers was elected to serve as secretary of the meeting. Both parties accepted the election and served in their respective capacities.

As the first order of business, the chairman stated that the Certificate of Formation of the Association had been filed with the Secretary of State on June 11, 2014. A recorded original of the Certificate of Formation of the Secretary of State were then presented to the board, and on motion duly made, seconded, and adopted it was:

RESOLVED, that the recorded original of the Certificate of Formation be inserted in the minute books of the Association.

Next, the board unanimously adopted the following resolutions with respect to the minute books of the Association:

RESOLVED, that the Association will maintain, as part of its corporate record, books, entitled minute books, which will include, but which will not be limited to, a record of its Certificate of Formation and amendments thereto, its By-laws and amendments thereto, minutes of all meetings of its directors, and minutes of all meetings of its members with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of members present or represented at members' meetings and the proceedings thereof;

RESOLVED FURTHER, that the secretary of the Association is directed to procure such minute books and such other books and records as may be required by the Association.

A document entitled "By-Laws of Villas at Newport Community Association (the "Association")" was then presented to and considered by the meeting. After a review of such by-laws and a discussion of particular parts thereof, on motion duly made and seconded, it was unanimously:

RESOLVED, that the By-Laws presented to and considered at this meeting are adopted as the by-laws of the Association and the secretary of the Association is ordered to certify a copy of such By-laws and attach them to the minutes of this meeting. The secretary is further ordered to certify a copy of such By-laws and maintain them in the principal office of the Association for the transaction of its business, open for inspection by the members at all reasonable times during office hours.

A form of membership roll for the Association was then presented to the meeting by the chairman, and on motion duly made, second and adopted, it was:

RESOLVED, that the membership roll representing the members of the Association be in substantially the same form as presented to this meeting, which roll will be kept and updated as necessary to reflect the membership of the Association at any given time.

The board then unanimously adopted the following resolution:

RESOLVED, that the principal office of this Association will be established and maintained c/o ACMI, Inc., 12603 Louetta Rd, Suite 101, Cypress, Texas 77429, Attention: Bert Williams.

Nominations were then made for persons to serve as officers of the Association, and by unanimous approval the following resolution was adopted:

RESOLVED, that the following persons are elected as officers of the Association to hold the offices set forth opposite their respective names until their successors are duly elected and qualified:

NAME	OFFICE(S)
Mark Janik	President
Robert Santini	Vice President
Ethan Springer	Secretary/Treasurer

The Chairman then stated that the Declaration of Covenants, Conditions and Restrictions for Villas at Newport (the "Declaration") was executed by Lennar Homes of Texas Land and Construction, Ltd. (the "Declarant") and was recorded in the Real Property Records of Harris County, Texas, under Clerk's File No. 20150158014, which Declaration established that each person purchasing a residence in the development(s) subject to the Declaration would be a member of the Association. Upon motion duly made, seconded and adopted, it was:

RESOLVED, that pursuant to the terms of the Declaration, that each person or persons purchasing a residence in the development(s) subject to the Declaration be entered in the membership roll of the Association as a member thereof.

A discussion was then held by the directors concerning management of the affairs of the Association, including the fiscal and banking affairs of the Association. The directors discussed

the hiring of ACMI to run the Association. On motion duly made, seconded and adopted, it was unanimously:

RESOLVED, that ACMI be hired to manage the Association.

A discussion was then held among the directors regarding the necessity and convenience of obtaining certain tax and license permits in the name of the Association. On motion duly made and seconded, it was unanimously:

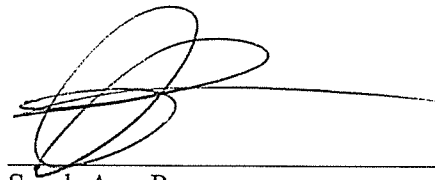
RESOLVED, that the officers of the Association are directed to obtain (or have the manager obtain) in the name of the Association such licenses and tax permits as may be required for the conduct of the business of the Association by any federal, state, county, or municipal governmental statute, ordinance, or regulation, and to do all things necessary or convenient to qualify the Association to transact its business in compliance with the laws and regulations of any appropriate federal, state, or municipal governmental authority.

Upon motion duly made, seconded, and adopted, it was unanimously:

RESOLVED, that the following persons are elected to serve as directors of the Association for the ensuing year or until their successors are elected or qualified:

Robert Santini, Mark Janik and Ethan Springer.

There being no other business to come before the meeting, on motion duly made, seconded, and adopted, the meeting was adjourned.



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Sarah Ann Powers,  
Secretary of Meeting