LA CIMA MASTER COMMUNITY, INC.

CONSENT OF DIRECTORS IN LIEU OF ORGANIZATIONAL MEETING

The undersigned, being all of the members of the Board of Directors of La Cima Master 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 members of the Board of Directors of the Association, as named in its Certificate of Formation filed with the Secretary of State of the State of Texas on the 21st day of February, 2018, does hereby accept appointment to such office and does hereby agree to serve as a director of the Association.

2. POLICY MANUAL

RESOLVED, that the Policy Manual attached hereto as Exhibit "A", which includes the Bylaws of the Association, as adopted by the Declarant (as such term is defined in the La Cima Master Covenant, recorded in the Official Public Records of Hays County, Texas) is hereby approved by the Board.

3. OFFICERS

RESOLVED, that each of the following-named persons, as heretofore appointed by Declarant to serve as officers of the Association for the office or offices set forth below opposite his or her name, does hereby accept appointment to such office and does hereby agree to serve as an officer of the Association 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:

Eric Willis	-	President
Douglas J. Goss	-	Vice President
Holly Prather	-	Secretary/Treasurer

4. REGISTERED OFFICE; REGISTERED AGENT

RESOLVED, that the registered office of the Association be established and maintained at 401 Congress Ave., Ste. 2500, Austin, Texas 78701, and that Carey Gunn Venditti is hereby appointed as registered agent of the corporation in said office.

5. 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.

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.

7. 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.

8. DEPOSITORY RESOLUTIONS

RESOLVED, that an account shall be established in the name of the Association with a financial institution to be determined by the Board (the "**Bank**"), under the rules and regulations as prescribed by said Bank wherein may be deposited any of the funds of the Association, whether represented by cash, checks, notes, or other evidences of debt, and from which deposit withdrawals are hereby authorized in the name of the Association by any one of the following persons:

Eric Willis

Douglas J. Goss

Holly Prather

BE IT FURTHER RESOLVED, that the Bank is hereby authorized to honor any and all withdrawal items against the Association's funds, although payable to the officer or agent signing or countersigning the same and whether presented for encashment or for credit to the personal account of such officer or agent or any other person, and said Bank need make no inquiry concerning such items and/or the disposition of the money, items, or credit given therefor.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of and effective the 28 day of February, 2018.

Eric Willis, Director

Douglas J. Goss, Director

Holly Prather, Director