

MAR 24 2006

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS  
IN LIEU OF MEETING  
WATERLEAF FALLS (Kyle) HOMEOWNERS' ASSOCIATION, INC.**

Article 1396-9.10 of the Texas Non-Profit Corporation Act provides that unless otherwise restricted by the Articles of Incorporation or Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting of the Board of Directors if a consent, in writing, setting forth the action so taken is signed by all members of the Board of Directors. Accordingly, pursuant to such statutory authority, the undersigned, being all of the Members of the Board of Directors of the Waterleaf Falls (Kyle) Homeowners' Association, Inc. (the "Association"), hereby consent to the adoption of the following resolutions by consent of all Members of the Board of Directors as of effective date of this unanimous consent:

**RESOLUTION:**

WHEREAS, by the Bylaws of the Association, the Board of Directors of the Association "...shall have the powers and duties necessary for the administration of the affairs of the Association..." and the responsibility for enforcement of provisions of the governing documents of the Association; and

WHEREAS, the Board of Directors of the Association has the responsibility for determination of members who are in good standing and eligible to vote at regular and special meetings of the members of the Association; and

WHEREAS, the Board of Directors of the Association has the responsibility for determination of members who are in good standing and eligible to be nominated for and run for election of members of the Board of Directors of the Association; and

WHEREAS, the Board finds that it is in the best interest of the Association and its Members to provide that persons entitled to vote at regular and special meetings of the members of the Association and/or to be nominated for and run for election to the Board of Directors of the Association shall be only those persons who do not have uncured violations of provisions of the governing documents of the Association, after notice and opportunity to cure such violation has been given to such member as required by the Texas Property Code, and/or such persons who have paid all due and payable assessments and related fees and costs owed to the Association at the time of any election for the Board of Directors of the Association.

NOW, THEREFORE, BE IT RESOLVED that in order to protect the interests of the Association and its Members, the Board finds that it is in the best interest of the Association and its Members to provide that persons entitled to vote at regular and special meetings of the members of the Association and/or to be nominated for and run for election to the Board of Directors of the Association shall be only those persons who do not have uncured violations of provisions of the governing documents of the Association, after notice and opportunity to cure such violation has been given to such

member as required by the Texas Property Code, and/or such persons who have paid all due and payable assessments and related fees and costs owed to the Association at the time of any election for the Board of Directors of the Association.

The Association Manager is directed to provide a copy of this Resolution to all members of the Association.

Effective this 19 day of January, 2006.

Dated: 1/17/06

[Signature] Director

Dated: 1/12/06

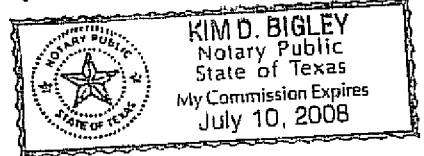
Pam Mills Director

Dated: 1/12/06

[Signature] Director

STATE OF TEXAS           §  
                                         §  
COUNTY OF HAYS       §

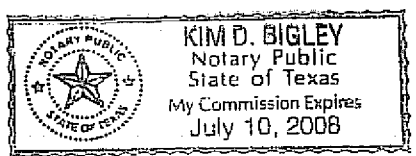
This Resolution is acknowledged before me on this the 19 day of January, 2006 by John Zinsmeyer, member of the Board of Director for Waterleaf Falls (Kyle) Homeowners' Association, Inc.



Kim D. Bigley  
Notary Public, State of Texas

STATE OF TEXAS           §  
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COUNTY OF HAYS       §

This Resolution is acknowledged before me on this the 12 day of January, 2006 by Pam Mills, member of the Board of Director for Waterleaf Falls (Kyle) Homeowners' Association, Inc.



Kim D. Bigley  
Notary Public, State of Texas

STATE OF TEXAS

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COUNTY OF HAYS

This Resolution is acknowledged before me on this the 12 day of January, 2006 by Laurie Lara, member of the Board of Director for Waterleaf Falls (Kyle) Homeowners' Association, Inc.

**Please Return Recorded Copy To  
Alliance Association Management  
3355 Bee Caves Rd., Suite 510  
Austin, Texas 76746  
Attn: Barbara Taylor**

Kim D. Bidney  
Notary Public, State of Texas

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