

**ORGANIZATIONAL RESOLUTIONS BY THE UNANIMOUS
CONSENT OF THE DIRECTORS**

OF

SOUTH NOLEN MEDICAL CONDO ASSOCIATION

May 21, 2019

Pursuant to the Texas Business Organizations Code, the undersigned, being all of the Directors of South Nolen Medical Condo Association, a Texas non-profit corporation (the "Company"), hereby declare that when they have signed this consent or a counterpart hereof, the following resolutions shall then be consented to, approved of and adopted to the same extent and to have the same force and effect as if adopted at the organizational meeting of the Company duly called and held for the purpose of acting upon proposals to adopt such resolutions:

Waiver

RESOLVED, that the undersigned hereby jointly and severally waive notice of, and the calling and holding of, the organizational meeting of the Company, and hereby determine that the actions taken herein shall be in lieu of such meeting.

Directors

RESOLVED, that the undersigned, being all of the persons named as Directors of the Company in the Certificate of Formation, hereby accept appointment to such office and hereby agree to serve as Directors of the Company until their successors shall have been duly elected and qualified or until their earlier death, resignation, retirement, disqualification or removal from office.

Organizational Matters

RESOLVED, that the Certificate of Formation of the Company having been duly filed in the office of the Secretary of State of Texas on May 21, 2019, the Secretary of the Company is instructed to insert a copy of the Certificate of Formation, as certified by the Secretary of State, in the minute book of the Company.

Bylaws

RESOLVED, that the Bylaws, a copy of which has been reviewed by the Directors of the Company, hereby are adopted as the Bylaws of the Company, and the Secretary hereby is instructed to certify such adoption on a copy of the Bylaws and insert such copy in the minute book of the Company.

Officers

RESOLVED, that the following persons be and hereby are elected to the offices of the Company set forth opposite their respective names, to serve in such capacities until the election and qualification of their respective successors or until his or her earlier death, resignation, retirement, disqualification or removal from office:

| <u>Name</u> | <u>Office</u> |
|--------------------|---|
| Daniel Molina | President, Secretary and Treasurer |
| James C. Lancaster | Vice President, Assistant Secretary and Assistant Treasurer |
| Craig Wilkinson | Vice President, Assistant Secretary and Assistant Treasurer |

Accountable Plan

RESOLVED, that the Company establish an "Accountable Plan" reimbursement of expenses paid by directors, officers and employees in accordance with the Code and the rules under Treasury Regulation 1-62-2, so that to be reimbursed for such expenses, the director, officer or employee must (1) establish the expense has a business purpose related to the Company; (2) substantiate the expenses claimed to the Company within 60 days after the date they were paid or incurred (receipts will be required for amounts over \$25); and (3) return any amounts to the Company which are over and above the substantiated business expense within a reasonable time.

RESOLVED FURTHER, that the following methods will meet the "reasonable time" definition: (1) an advance is made within 30 days of when an expense is paid or incurred; (2) an expense is substantiated to the Company within 60 days after the expense is paid or incurred; and (3) an excess amount is returned to the Company within 120 days after the expense if incurred.

RESOLVED FURTHER, that amounts which are over and above substantiated business expenses, or not accounted for within a reasonable of time, are reportable to the IRS on Form W-2 and subject to withholding of employment taxes (or are reportable on Form 1042-S and subject to Section 1441 withholding, as applicable). The Treasurer is directed to provide quarterly statements to employees that requests the employee either return or adequately account for outstanding advances and the employee must comply within 120 days of the statement.

RESOLVED FURTHER, that substantiation of business expenses will include: business purpose, business relationship (including names of persons present), cost (itemized accounting), time, and place; and auto mileage reimbursed must be substantiated by a daily mileage log which separates business and personal miles.

Fiscal Year

RESOLVED, that the fiscal year of the Company shall begin on the first day of January and end on the 31st day of December of each year; and that the proper officers of the Company be and they hereby are authorized, empowered and directed on behalf of the Company to keep the books of account and financial records of the Company in accordance with such fiscal year.

Accounting Method

RESOLVED, that the Company shall use the cash method of accounting.

Banking

RESOLVED, that a regular bank account in the name of the Company be opened in such other depositories as the Board of Directors of the Company shall from time to time designate, wherein may be deposited any of the funds of the Company and from which withdrawals are hereby authorized in the name of the Company by the signatures of any two officers, to-wit: either the President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary of the Company.

RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Company be, and each hereby is, authorized, empowered and directed to certify to such bank resolutions authorizing the opening of such bank accounts in such form as said bank may customarily require, and such resolutions shall be deemed to be copied in these minutes as if set forth herein in full.

Borrowing

RESOLVED, that the President or any Vice President of the Company is authorized, from time to time, to establish credit with vendors and borrow money in the name of the Company from such lenders as he or she deems necessary or appropriate and in the best interest of the Company, and to execute and deliver on behalf of the Company credit applications and notes therefor, in such amounts and upon such terms and conditions, including as to rate of interest and schedule of payment, as he or she deems necessary and as appropriate for the operation of the Company's business.

Organizational Expenses

RESOLVED, that the Treasurer is directed to pay all properly incurred expenses, fees and costs incident to or necessary for the incorporation and organization of the Company.

Books and Records

RESOLVED, that the Secretary is instructed to purchase such record books and books of account, checks, stationery or office supplies as may be necessary or appropriate for the proper administration of the affairs of the Company.

Licenses and Permits

RESOLVED, that the officers of the Company are authorized to obtain on behalf of the Company all licenses and permits that may be required for the Company to carry out its lawful business and activities.

RESOLVED FURTHER, that the officers of the Company are authorized to do all things and take all action necessary to qualify the Company to carry out its lawful business and activities

in compliance with applicable federal, state and local laws, ordinances and regulations.

Approval of Services

RESOLVED, that the President execute on behalf of the Company the Management Contract with Hahei Management Corp. d/b/a Office Equity Solutions (the "Manager"), substantially in the same form as attached hereto and incorporated herein for all purposes, with such changes as the President, in his sole discretion, determines, with the President's signature thereto being evidence of the Company's acceptance thereof.

RESOLVED FURTHER, that the Treasurer of the Company is authorized to pay all amounts owing by the Company pursuant to the Management Agreement to the Manager.

Adoption of Budget

RESOLVED, that the attached Budget of common expenses of the members for the period beginning effective as of the date of these resolutions and continuing through December 31, 2019, be adopted as the budget of the estimated common expenses and cash requirements for the maintenance, operation and management of the common elements of the members, and that the Secretary be directed to place a copy of the Budget in the minute book of the Company and forward a copy of the Budget to each Unit Owner together with a statement of such Unit Owner's proportionate share of the common expenses of the Company for such period as assessments. Each such assessment shall be due and payable by such Unit Owner on or before January 1, 2020.

Adoption of Initial Rules and Regulations

RESOLVED, that the attached initial set of Rules and Regulations relating to the use of the Common Elements and the conduct of the unit Owners are adopted and that the Secretary place a copy thereof in the minute book of the Company and forward a copy to each of the Unit Owners.

Adoption of Declaration

RESOLVED, that the attached Declaration of Covenants, Conditions and Restrictions are adopted and that the Secretary is instructed to file same with the Real Property Records of Tarrant County, Texas and place a copy thereof in the minute book of the Company and give a copy to each of the Unit Owners declared therein.

Release

RESOLVED, that the Company shall and hereby does release, defend, indemnify, hold harmless, and absolve the sole organizer of the Company, Daniel Molina, and his agents, representatives and attorneys from and of any and all negligence and liability arising out of the incorporation of the Company and shall indemnify such persons and entities from and against any and all said negligence and liability.

Ratification

RESOLVED, that all acts, transactions and agreements undertaken prior to the adoption of these resolutions by the Declarant, organizers, directors and officers of the Company either in their individual capacity, or in the Company's name and on the Company's behalf in connection with the foregoing resolutions be and hereby are ratified, confirmed, approved and adopted by the Company.

Counterparts

RESOLVED, these Organizational Resolutions may be signed in counterparts, each of which shall be considered an original and all of which together shall constitute one original. Capitalized terms not defined herein shall have the definition given to the same in the Declaration.

General Implementation Authority

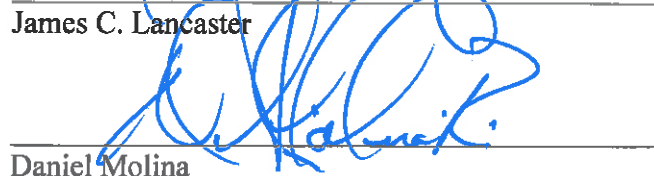
RESOLVED, that the officers of the Company are authorized, empowered and directed to do all other things and acts, to execute and deliver all other instruments, documents and certificates and to pay all costs and fees, including without limitation, those of Starr Law Firm, P.C., and taxes as may be, in their sole judgment, necessary, proper or advisable in order to carry out and comply with the purposes and intent of the foregoing resolutions; and that all of the acts and deeds of the officers of the Company which are consistent with the purposes and intent of such resolutions be and the same hereby are, in all respects, approved, confirmed and adopted as the acts and deeds of the Company.

IN WITNESS WHEREOF, the undersigned, comprising all of the Directors of the Board of Directors of the Company, have executed this consent as of the date first above written, although not necessarily signed on such date.

DIRECTORS:



James C. Lancaster



Daniel Molina



Craig Wilkinson