

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
SUTTON FIELDS HOMEOWNERS ASSOCIATION, INC.**

(Authorizing Increase in Terms of Office)

WHEREAS, Sutton Fields Homeowners Association, Inc. ("Sutton Fields") is a master planned association located in Denton County, Texas (the "Association");

WHEREAS, Sutton Fields Homeowners Association, Inc., a Texas non-profit corporation, is governed by that certain Declaration of Covenants, Conditions and Restrictions, recorded on June 28, 2017, in the Official Records of Denton County, Texas (together with its amendments and supplements, the "Declaration") and the Association is further governed by the Bylaws, recorded on June 28, 2017, in the Official Records of Denton County, Texas (the "Bylaws");

WHEREAS, the Declaration empowers the Association to administer and enforce the covenants, conditions, restrictions, and easements set forth in the Declaration, and the Bylaws direct the Board of Directors of the Association (the "**Board**"), empowering the Board to undertake actions related to the governance, organization, and corporate affairs of the Association;

WHEREAS, the Declarant, in conjunction with at least a majority of the Board, has determined that it is in the best interests of the Members of the Association to increase the term(s) associated with elected and/or appointed members of the Board during the Declarant Control Period; and

WHEREAS, Article 4, Section 4.1(a), (b), and (c) provides instruction for the number and terms of Board Members during and after the Declarant Control Period; and

WHEREAS, Article 4 provides certain Declarant rights and privileges in regard to number and terms of the Board and additionally gives the Declarant the ability to amend the Bylaws or by Resolution, change certain requirements and/or components of the Bylaws.

NOW, THEREFORE, BE IT RESOLVED by the Declarant and at a least a majority of the Board of Directors, that in order to ensure the business and affairs of the Association may, at all times, be properly and satisfactorily carried out, the Declarant in conjunction with the Board of Directors does hereby approve the increase in terms and the Board of Directors in relation to homeowner elected and/or appointed Board Members only during the Declarant Control Period as follows:

1. Homeowner Board Members elected and/or appointed during the Declarant Control Period shall serve a minimum two (2) year term, notwithstanding, appointed members may still be removed by the Declarant at any time and from time to time without reason or consent of the Board required and regardless of the term served; and

2. Revisions to the terms apply retroactively only for those Homeowner Members of the Board who are appointed by the Declarant. Homeowner Members duly elected by the Members of the Association must continue to serve out the current term under which they were elected. Upon expiration of a term held by an elected Homeowner Board Member, the term shall then increase from a one year to a two year term and shall apply to all Homeowner elected Members from that time forward through the remainder of the Declarant Control Period. Declarant Control Period is subject to renewal or extension under certain conditions. Any renewal or extension of Declarant Control Period extends all terms and conditions of this Resolution unless otherwise amended or rescinded by the Declarant; and

3. The provisions set forth in this Resolution may not be amended or rescinded without the express written consent of the Declarant and a majority vote of the Board which may be cast by Consent in Lieu of Meeting at the Board's sole discretion.

EXECUTED as of the 16th day of January, 2024.

ASSOCIATION:

SUTTON FIELDS HOMEOWNERS ASSOCIATION, INC.
a Texas nonprofit corporation

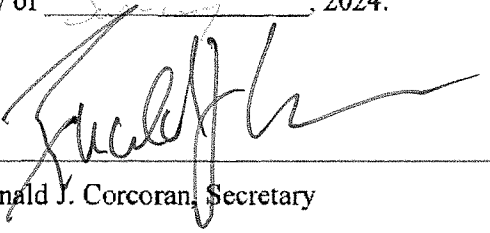
By: 

Printed Name: Brock Babb

Title: Board President

SECRETARY'S CERTIFICATION:

The undersigned hereby certifies that he is the duly elected or appointed Secretary and the custodian of the books and records on behalf of Sutton Fields Homeowners Association, Inc., a non-profit corporation duly formed pursuant to the laws of the State of Texas and that the foregoing is a true record of a Resolution duly approved and adopted by the Declarant and at least a majority of the Board of Directors and further evidenced by the Declarant's approval attached as Exhibit B and the Consent in Lieu of Board Meeting attached hereto as Exhibit A in accordance with state law and the Bylaws of the Association and that said Resolution shall be in full force and effect until such time as the Declarant should amend or rescind this Resolution. IN WITNESS WHEREOF, I have executed my name as Secretary on this 16th day of January, 2024.


Ronald J. Corcoran, Secretary

Sutton Fields Resolution of the Board

This is to certify that **CADG SUTTON FIELDS, LLC, a Texas limited liability company**, (the "Declarant") is the Declarant on behalf of Sutton Fields Homeowners Association, Inc. (the "Association") and that Mehrdad Moayedi, its Manager, is authorized to act on behalf of the above named entity; and

WHEREAS, under the Declaration and Bylaws of the Association the Board may not take any action affecting or which may interfere with the rights and authorities of the Declarant without the Declarant's express written consent. The Declarant may rely upon its appointed Members to the Board to vote or render decisions on its behalf, notwithstanding, for the pending actions listed below, the Board has requested the written consent of the Declarant; and

WHEREAS, the Declarant has reviewed the requests of the Board whose actions the Declarant has determined is in the best interests of the Members of the Association; and


NOW, THEREFORE, Declarant does hereby approve and join its consent for the following actions:

Approved and Consented to as follows:

- Adopt Resolution to amend the Board term for appointed or elected Homeowner Board Member appointed or elected during the Declarant Control Period from a term of one (1) year to two (2) years; and
- Said change in term may not be applied to elected Homeowner Board Members until such time as the current term under which the Homeowner Board Member is serving expires. Once the current term expires, the extended term may then be applied to the election or re-election of the elected Board seat and to all future elections or re-elections as they may be applicable; and
- Declarant retains all rights and authorities to amend or rescind the Resolution at any time and from time to time. Declarant maintains all rights and authorities which may be extended by amendment to the Declaration and/or by annexation of additional land.

Executed this 16th day of January, 2024.

CADG SUTTON FIELDS, LLC
a Texas limited liability company



Mehrdad Moayedi, Manager on behalf of
Declarant

EXHIBIT A

**SUTTON FIELDS HOMEOWNERS ASSOCIATION, INC.
CONSENT IN LIEU OF MEETING OF THE
BOARD OF DIRECTORS**

CONSENT IN LIEU OF
SUTTON FIELDS HOMEOWNERS ASSOCIATION, INC.
MEETING OF THE BOARD OF DIRECTORS

Effective this 18th day of January, 2024

The undersigned, being at least a majority of the Directors of the Sutton Fields Homeowners Association, Inc., a Texas non-profit corporation, (the "Association"), do hereby, pursuant to the Texas Business Organizations Code and pursuant to the Texas State Property Code, hereby adopt, ratify and approve the Resolution of the Declarant and Board of Directors by execution of this Consent (herein so called), and such Consent shall have the same force and effect as a majority vote by the undersigned at a properly called meeting of the Board of Directors of the Association.

WHEREAS, the Declaration empowers the Association to administer and enforce the covenants, conditions, restrictions, and easements set forth in the Declaration, and the Bylaws empower the Board to undertake actions related to the governance, organization, and corporate affairs of the Association; and

WHEREAS, on the 18th day of January, 2024, the Board waived the right of notice to call a meeting of the Board and said waiver is hereby affirmed by the signature of at least a majority of the Board of Directors' affixed to this document; and

WHEREAS, it is the intent of the Association that this Consent record and memorialize the transactions as set forth in the Resolution of the Board as a matter of record and shall remain in effect and shall hold the same authority and purpose as if the Board of Directors had met in person; and

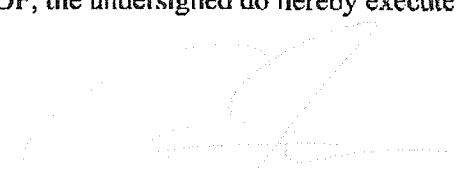
NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and adopts on behalf of the Association the Resolution to increase the term of office for appointed and/or elected Board of Directors during the Declarant Control Period from a term of one to two years; and

RESOLVED FURTHER, that all actions previously taken by the Board of Directors or any director or officer of the Association, any representative, or agent, or other Authorized Person for the Association acting in the name and on behalf of the Association in connection with the foregoing resolutions and the transactions contemplated thereby, or within the scope of the foregoing resolutions, are hereby adopted, confirmed, ratified and approved in all respects;

RESOLVED FURTHER, that these documents are to be interpreted in the broadest possible manner so as to authorize, approve and facilitate the consummation of the transactions contemplated hereby and the execution, delivery and performance of any and all documents, instruments and agreements in connection therewith; and

RESOLVED, that this majority Consent may be executed in as many counterparts as may be convenient or required. It shall not be necessary that the signature of, or on behalf of, each Director, or that the signature of all Directors appears on each counterpart. It shall not be necessary in making proof of this Consent to produce or account for more than a single counterpart containing the respective signatures of, or on behalf of, each of the parties hereto. Any signature page to any counterpart may be detached from such counterpart without impairing the legal effect of the signatures thereon and thereafter attached to another counterpart identical thereto except having attached to it additional signature pages. A copy of this Consent delivered by fax or email shall be binding upon the party delivering the same.

IN WITNESS WHEREOF, the undersigned do hereby execute this Consent as of the date first above written.



Brock Babb, President

Dustin Warren, Vice President

Ronald J. Corcoran, Secretary

Brandon Brown, Assistant Secretary

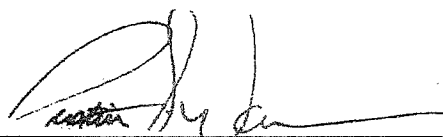
Radhika Vedula, Member 3

THOSE NAMED ABOVE BEING ALL OF THE DIRECTORS OF THE ASSOCIATION AT THE TIME THIS CONSENT IN LIEU OF MEETING WAS EXECUTED

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Brock Babb, President

A handwritten signature in black ink, appearing to read "Dustin Warren", written over a horizontal line.

Dustin Warren, Vice President

Ronald J. Corcoran, Secretary

Brandon Brown, Assistant Secretary

Radhika Vedula, Member 3

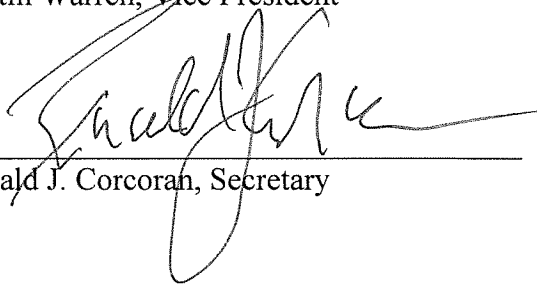
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