

MCALISTER COURT PROPERTY OWNERS ASSOCIATION, INC.

**WRITTEN CONSENT OF THE
BOARD OF DIRECTORS TO ACTION
WITHOUT AN ORGANIZATIONAL MEETING**

The undersigned, being the directors of **MCALISTER COURT PROPERTY OWNERS ASSOCIATION, INC.**, a North Carolina non-profit corporation (the "Corporation") do hereby take the following actions and adopt the following preambles and resolutions by signing their written consents hereto, in lieu of an organizational meeting of the Board of Directors, pursuant to the North Carolina General Statutes:

1. Articles of Incorporation and Action of Incorporator.

WHEREAS, the Articles of Incorporation of the Corporation were filed with the Secretary of State of North Carolina on April 9, 2019; and

WHEREAS, the Incorporator named in said Articles of Incorporation, by written consent dated as of April 10, 2019, has elected the undersigned as the initial Board of Directors of the Corporation and has directed that this Board of Directors complete the organization of the Corporation; and

NOW, THEREFORE, BE IT RESOLVED, that said Articles of Incorporation and said written consent of the Incorporator be filed with and made a part of the minutes of the proceedings of the directors of the Corporation.

2. Adoption of Bylaws.

RESOLVED, that the Bylaws in the form attached hereto as **Exhibit A** and made a part hereof be and hereby are approved and adopted by the Board of Directors as the Bylaws of the Corporation for the regulation of its business and affairs.

3. Principal Office.

RESOLVED, the principal office of the Corporation shall be located at 2400 South Boulevard #300, Charlotte, NC 28203.

4. Appointment of Officers.

RESOLVED, that the following persons be, and they hereby are, appointed to the offices set forth opposite their respective names below, each to serve at the pleasure of the Board of Directors:

<u>NAME</u>	<u>OFFICE</u>
Aaron Ligon	President
Ian Bruce	Vice President
Mark Ethridge	Secretary
Karen Ott	Treasurer

5. Payment of Fees, Taxes and Reimbursements.

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to pay and discharge all taxes, fees and other expenses heretofore incurred or hereafter to be incurred in the organization of the Corporation and to reimburse the officers of the Corporation and all other persons for all reasonable expenditures heretofore made by them in such connection.

6. Procurement of Books and Records.

RESOLVED, that the Secretary of the Corporation be and hereby is authorized and directed to procure the necessary corporate books and records in accordance with applicable law and the Bylaws of the Corporation.

7. Ratification of Promoters' Acts.

RESOLVED, that all things done and all actions taken by any and all of the promoters of the Corporation in connection with any matters preliminary to or necessary for the organization, incorporation, investigation, and promotion of this Corporation be and hereby are in all respects ratified, confirmed and approved.

8. Fiscal Year.

RESOLVED, that until the further order of the Board of Directors of the Corporation, the fiscal year of the Corporation shall be the calendar year ending December 31.

9. Employment of Professional Services.

RESOLVED, that in connection with discharging their duties as such, and without limitation in connection with the maintenance, preparation and filing of books, records, reports and returns, the proper officers of the Corporation be and hereby are authorized and directed to procure in their discretion such legal, accounting or other professional services and assistance as they may reasonably require in order to properly discharge the duties of said offices, and that the reasonable expenses therefor shall be charged to and paid for by the Corporation.

10. Banking Resolutions.

RESOLVED, that the standard form of banking resolutions provided by the bank chosen by the Board of Directors of the Corporation, for the purposes therein stated, be and hereby are approved and adopted, and that the proper officers of the Corporation be and hereby are authorized and directed to certify said resolutions to said bank.

11. Corporate Licenses and Tax Exempt Status.

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to do any and all acts and execute any and all such documents as shall be necessary or desirable in order to procure for the Corporation any federal, state, local or other governmental licenses, permits, approvals or other authority that may be required in order for the Corporation to engage in its business, or to exempt the Corporation from tax under the Internal Revenue Code.

The undersigned hereby consent that the actions set forth in the foregoing preambles and resolutions shall have the same force and effect as if taken at a duly constituted organizational meeting of the Board of

Directors of the Corporation, effective as of April 10, 2019 (the “**Effective Date**”), and directs that this document be filed with the minutes of the Corporation.

[SIGNATURES ON THE FOLLOWING PAGE(S)]

IN WITNESS WHEREOF, the undersigned have caused this instrument to be signed under seal as of the Effective Date

DIRECTORS:

Mark Ethridge

Mark Ethridge (Apr 19, 2019)

Mark Ethridge

Karen Ott

Karen Ott (Apr 19, 2019)

Karen Ott

Aaron Ligon

Aaron Ligon (Apr 19, 2019)

Aaron Ligon

EXHIBIT A

Bylaws of Corporation

[SEE ATTACHED]