

(DRAFT)  
City of Buda 4B Corporation

Minutes  
Regular Meeting  
Monday, November 5, 2001

Attendees: Sam Charles Cooper, James W. Hollis, George S. Logan, George Patterson, Lee Raines, Jose R. Ramos, Jr., Judith M. Watson

Bank Account

RESOLVED, that this Corporation will open a bank account with the First American Bank in Buda.

Insurance

RESOLVED, that Director Raines explore the insurance needs for Errors and Omissions, potentially unscrupulous board members, and general liability of the Board.

Expectations

After discussion of individual Directors' expectations of the Board,

RESOLVED, that Directors Logan, Hollis, and Watson, explore what assistance entities such as the LCRA, PEC, and Hays County can provide to the Board.

Legal Counsel

RESOLVED, that an RFP Committee be set up at a later date and report back to the Board.

Post Office Box

RESOLVED, that the Corporation secure a P.O. Box in Buda.

RESOLVED, that the board reconvene at the Buda City Hall on November 26, 2001 at 6:00 p.m., to consider other matters relating to the organizational structure.

Adjournment

There being no further business to come before the Board of Directors, the meeting was duly adjourned.

Dated: December 11, 2001

\_\_\_\_\_  
Jose R. Ramos, Jr. , Secretary

APPROVED:

\_\_\_\_\_  
Sam Charles Cooper, President

Approval of Minutes

The foregoing minutes are approved as the acts of the Directors of the corporation.

\_\_\_\_\_  
Sam Charles Cooper, Director

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James W. Hollins, Director

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George S. Logan

\_\_\_\_\_  
David Patterson

\_\_\_\_\_  
Lee Raines

\_\_\_\_\_  
Jose R. Ramos, Jr.

\_\_\_\_\_  
Judith M. Watson

**MINUTES OF THE ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS OF  
CITY OF BUDA 4B CORPORATION**

**Authority to Act**

The organizational meeting of the Board of Directors of CITY OF BUDA 4B CORPORATION, called by all of the Directors named in the Articles of Incorporation of the corporation, was held on November 5, 2001, at Buda City Hall, 121 N. Main Street, Buda, Texas, at 7:00 p.m. The meeting was attended by Mr. Sam Charles Cooper, Mr. David Patterson, Mr. Jose R. Ramos, Jr., Mr. Lee Raines, Mr. James W. Hollis, and Ms. Judith M. Watson, who are a majority of the Directors named in the Articles of Incorporation, which articles were filed by the Secretary of State of the State of Texas on October 10, 2001. At the meeting the following business was conducted, and on motions duly made, seconded, and unanimously carried, the following resolutions were adopted:

**Identification of Meeting**

RESOLVED, that this meeting is the organizational meeting of the Board of Directors of CITY OF BUDA 4B CORPORATION.

**Chairman and Secretary**

RESOLVED, that James W. Hollis shall be, and hereby is, elected temporary Chairman of the meeting and Jose R. Ramos, Jr. shall be, and hereby is, elected Secretary of the meeting.

**Minute Book**

RESOLVED, that this corporation shall maintain a minute book containing the minutes of this meeting and all subsequent meetings of the Board of Directors of this corporation and such other documents as the corporation, the Board of Directors, or the shareholders shall from time to time direct.

**Articles of Incorporation**

RESOLVED, that a duplicate original of the Articles of Incorporation of the corporation and the certificate of incorporation of the Secretary of State of Texas shall be inserted in the corporate minute book.

**Bylaws**

RESOLVED, that the Bylaws, consisting of 8 pages, presented to, revised, and considered at this meeting, are adopted as the Bylaws of this corporation, subject to approval by the Buda City Council; that the Secretary of the corporation is ordered to certify a copy of those Bylaws, maintain them in the principal office of the corporation for the transaction of the corporation's business, and keep them open for inspection by the shareholders at all reasonable times during office hours; and that the Secretary is further ordered to certify a copy of those Bylaws and insert them in the minute book of the corporation.

**Seal**

RESOLVED, that a corporate seal consisting of two concentric circles containing the words "CITY OF BUDA 4B CORPORATION" and "2001" with a Texas star in the center with the word "Texas" printed between the points of the star in the center, is hereby adopted as the corporate seal of this corporation, and the Secretary is instructed to procure such a seal and impress it in the margin of this page opposite this resolution.

**Officers**

RESOLVED, that the following persons be and the same are hereby elected to the corporate offices set forth opposite their respective names:

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<u>Name</u>	<u>Office</u>
Sam Charles Cooper	President
George S. Logan	Vice President
Jose R. Ramos, Jr.	Secretary
Lee Raines	Treasurer

RESOLVED, that the corporation shall open a checking account in the name of the corporation where all funds of the corporation shall be deposited. The President and Secretary are authorized to execute the usual and customary certificate of corporate resolutions required by the bank for corporate accounts and to place a copy of such certificate in the minute book.

RESOLVED FURTHER, that all four officers of the corporation shall be authorized to sign checks on behalf of the corporation and that until changed by the Board, all checks shall require the signature of two officers to be valid and binding on the corporation.

#### **Rules of Procedure**

RESOLVED, that the corporation hereby adopts Roberts Rules of Order, Newly Revised, as the rules of order for the corporation. **Indemnity**

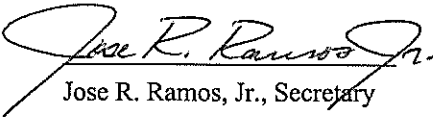
RESOLVED, that the corporation shall indemnify directors and officers when acting on behalf of the corporation to the full extent permitted by the Texas Non-Profit Corporation Act. **Next Meeting**

RESOLVED, that the Board shall reconvene at Buda City Hall on November 13, 2001 at 6:00 p.m. to consider other matters relating to the organization of the corporation.

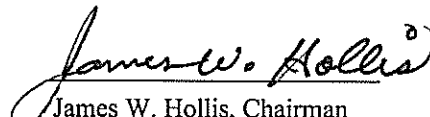
#### **Adjournment**

There being no further business to come before the Board of Directors, the meeting was duly adjourned.

Dated: November 13, 2001.

  
Jose R. Ramos, Jr., Secretary

APPROVED:

  
James W. Hollis, Chairman

#### **Approval of Minutes**

The foregoing minutes are approved as the acts of the Directors of the corporation.

Date: 11/13/01

  
Sam Charles Cooper, Director

Date: 11/13/01

David Patterson  
David Patterson, Director

Date: 11/13/01

Jose R. Ramos Jr.  
Jose R. Ramos, Jr., Director

Date: 11/13/01

Lee Raines  
Lee Raines, Director

Date: \_\_\_\_\_

James W. Hollis  
James W. Hollis, Director

Date: 11/13/01

Judith M. Watson  
Judith M. Watson, Director