

## **BOARD OF DIRECTORS' CORPORATE RESOLUTION**

**OF**

### **TOWNHOMES OF BAYSHORE CONDOMINIUM ASSOCIATION**

Whereas, the Declaration Establishing a Plan for the Condominium Ownership for Townhomes of Bayshore Condominium Association, here in after referred to as "COA" does effectively provide in Section 1(a) of the Declaration of the COA, that the COA is submitted to the provisions of the Unit Property Act of the State of Delaware, 25 Del C Section 2201-2240 and herein called the "Act."

Whereas, the Code of Regulations Establishing the Governance of the COA, does effectively provide in Section 4.4 of said Code of Regulations that the President shall have all of the general powers and duties which are incident of the office of the president of a stock corporation organized under the General Corporation Law of the State of Delaware, including but not limited to, the power to appoint committees from among the Owners from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the condominium.

Whereas the Delaware Code Title 8 Corporation Section 141(c) (2) does effectively provide, that the board of directors may, by resolution passed by a majority of the whole board, and designate 1 or more committees, each committee to consist of 1 or more of the directors of the corporation.

Whereas on July 27, 2017 the COA was named as a Defendant in a law suit brought in the Chancery Court of Delaware, by plaintiff Michael Bragdon, an owner of 5 Condo Units.

Whereas the Condominium Association was notified on Nov. 5, 2018 via email from Alex Faris, attorney from the law firm of Archer & Greiner, P.C. which firm has been appointed by the Insurance Company to defend the COA in the law suit, Bragdon vs. Townhomes of Bayshore Condominium Association that the plaintiff had submitted a settlement letter date Nov. 2, 2018 via the plaintiff's attorney Dean Campbell.

Whereas John M. Dill President of the COA Council exercised his powers and duties and formed an Ad-HOC committee to independently meet with attorneys from the law firm of Archer & Greiner, P.C. and study the facts of the Litigation, here in after called the Litigation Committee and instructing the Committee to use due care, loyalty, and duty as required by all Corporate Committees formed by a Corporation in Delaware pursuant to Title 8 and then to report their findings to the Council including but not limited to any remedies to end the litigation and any other recommendations the Committee has confidence would be in the best interest of the COA.

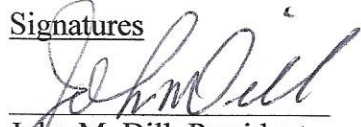
Whereas John M. Dill appointed Nestor Ortiz to Chair and be the liaison from the Council as required by DE Title 8 Section 141 and to choose, at least 5 but not more than 7 other Owners of the COA and to take minutes at each of their committee meetings and make a report to Council as frequently as the Chair deems necessary but no less than each time the Council meets.

Whereas the Litigation Committee being an AD-HOC Committee being created for a specific purpose and after completing their duties and making their final report to the Council will be disbanded.

We, the undersigned, constituting all the Council of Townhomes of Bayshore Condominium Association (the "**Corporation**") and consenting at a meeting where notice was proper and quorum was met, **THEREFORE RESOLVE AS FOLLOWS:**

1. All actions taken by the President on behalf of the Townhomes of Bayshore Condominium Association regarding appointing a Litigation Committee and naming the Council Liaison as Nestor Ortiz and assigning the Committee the duties as outlined above, since the last Council Meeting have been reviewed and adequately considered. Based on such review, the Council adopts, ratifies, and approves all of the President's actions taken to create and establish the AD-HOC Committee known as the Litigation Committee.
2. The Council further resolves that the Committee may act only as an advisory body to the Council and the Committee may not cause the settlement of the Litigation.
3. The Secretary is directed to update the corporate records with this resolution, as appropriate.
4. This resolution may be executed in counterparts. Facsimile or scanned signatures are binding and are considered to be original signatures.
5. This resolution is duly adopted on December 05, 2018.

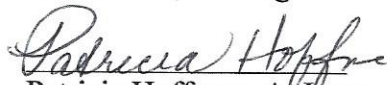
Signatures

  YES  NO Date: 12/5/18  
John M. Dill, President

ABSENT  YES  NO Date: \_\_\_\_\_  
Nestor Ortiz, Vice-President

  YES  NO Date: 12/5/18  
Jane Hohferr, Secretary

\_\_\_\_\_  YES  NO Date: \_\_\_\_\_  
John Sciole, At Large

  YES  NO Date: 12-5-18  
Patricia Hoffman, At Large

Whereas the Litigation Committee being an AD-HOC Committee being created for a specific purpose and after completing their duties and making their final report to the Council will be disbanded.

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Signatures

\_\_\_\_\_  YES  NO Date: \_\_\_\_\_  
John M. Dill, President

ABSENT \_\_\_\_\_  YES  NO Date: \_\_\_\_\_  
Nestor Ortiz, Vice-President

\_\_\_\_\_  YES  NO Date: \_\_\_\_\_  
Jane Hohferr, Secretary

John Sciole  YES  NO Date: 12/5/18  
John Sciole, At Large

\_\_\_\_\_  YES  NO Date: \_\_\_\_\_  
Patricia Hoffman, At Large

## CERTIFICATE OF CORPORATE RESOLUTION

I, Jane Hofherr, duly elected and qualified Secretary of Townhomes of Bayshore Condominium Association, hereby certify that the attached is a true, correct, and complete copy of the resolution that was duly adopted at a meeting of the Council on December 05, 2018.

I further certify that the aforementioned resolution is now in full force and effect without modification or rescission.

Signed this 5<sup>th</sup> day of December, 2018 (year).

  
Jane Hofherr, Secretary