

BOARD OF 'DIRECTORS' CORPORATE RESOLUTION

OF

TOWNHOMES OF BAYSHORE CONDOMINIUM OWNERS ASSOCIATION, INC

Whereas, the Declaration Establishing a Plan for the Condominium Ownership for Townhomes of Bayshore Condominium Owners Association, Inc 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 Members 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 June 25, 2020 at a properly notice Annual membership Meeting, where a quorum of members was present in person and by proxy, a motion with a 1st and 2nd was moved through discussion and to a final vote, with a majority of members passing the motion: To form two Committees, one consisting of members of the COA and one consisting of members in the POA with the purpose of the committees to meet, discuss and identify any and all Common Area components in the Bayshore Development and further allocate which Association is responsible for the continued maintenance and up keep of each component.

Whereas the discussion included that the committee from the POA should be constituted in the same proportion as its voting members. 70% Class A-3 from the Townhomes owners, and 30% Class B-2 from the Single-Family Homes (for a 5-member Committee.)

Whereas John M. Dill President of the COA Council exercised his powers and duties and formed an Ad-HOC committee to independently review the facts and material to include Bayshore POA and COA Plats, Plans, Declarations and advice given to the Council and then continue to meet with the POA Committee formed for the same purpose and tasks, that being to identify the components in the Common Area and identify which Association will be responsible for the Maintenance and up keep of the Bayshore Subdivision Common Area. The Committee will be known as The Shared Responsibility Committee and the President 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 or suggestion or other recommendations the Committee has confidence would be in the best interest of the COA.

Whereas John M. Dill appointed Jeanne Bartlett as liaison from the Council as required by DE Title 8 Section 141 and to choose, at least 5 committee members all of whom shall be Townhome Owners and members of the

COA. The Committee will take minutes at each of their committee meetings and make a report to Council no less than each time the Council meets.

Whereas the Shared Responsibilities Committee being an AD-HOC Committee and 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 the Council Liaison as Jeanne Bartlett 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 Shared Responsibility 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 or final agreement to the Bayshore Subdivision's Common Area Shared Responsibilities. The Secretary is directed to update the corporate records with this resolution, as appropriate.
3. This resolution may be executed in counterparts. Facsimile or scanned signatures are binding and are considered to be original signatures.
4. This resolution is duly adopted on July 23th, 2020.

Signatures

John M. Dill
John M. Dill, President

YES NO

Date: 7/23/2020

Jane Hoherr
Jane Hoherr, Member/Director

YES NO

Date: 7/23/2020

Hank Walton
Hank Walton, Member/Director

YES NO

Date: 7/23/20

John Sciole
John Sciole, Member/Director

YES NO

Date: 7/23/2020

Jeanne Bartlett
Jeanne Bartlett, Secretary

YES NO

Date: 7/23/2020

CERTIFICATE OF CORPORATE RESOLUTION

I, Jeanne Bartlett 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 July 23, 2020.

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

Signed this 23rd day of July, 2020.

Jeanne Bartlett, Secretary
Jeanne Bartlett, Secretary