

# **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 3.1.3 nominations for election to the Council shall be made by a Nominating Committee. The Committee shall consist of a Chairman, who shall be a member of the Council, And three (3) members or more members of the Association. A Nominating Committee shall be appointed by the Council not less than thirty (30) days prior to each annual meeting of the members to serve from the close of the annual meeting to the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Council as it shall in its discretion, determine but in no event less than the number of vacancies or terms to be filled.

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 this Current Council was elected under an order of the Chancery Court on October 20, 2018 and to the best of this Councils ability is establishing the Nominating Committee as soon as possible after that date. This "First" Nominating Committee Members will be announced and begin to serve immediately upon its formation until the close of the next Annual meeting which will be held in the second quarter of 2019 (APR, MAY, JUNE) and will serve until the close of that meeting. The "Second Nominating Committee Members will be announced at the beginning of the 2019 Annual Meeting and will serve until the end of the 2020 Annual Meeting. This is in accordance of Section 3.1.3 of the Code of Regulations as stated above.

Whereas the Delaware Code Title 8 Corporation Section 141(c) (2) does effectively provide, that the board of directors may, by resolution pass 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 John M. Dill President of the COA Council exercised his powers and duties and formed a Nominating Committee and instructing the Committee to use care, loyalty, and duty as required by all Corporate Committees formed by a Corporation in Delaware pursuant to Title 8 and then to full fill the duties as stated in the Code of Regulations Section 3.1.3 and outline above.

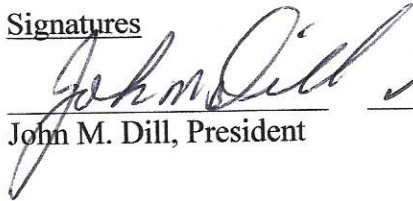
Whereas John M. Dill appointed John Sciole to Chair and be the liaison from the Council as required by DE Title 8 Section 141 and to choose, at least 3 Owners or more Owners of the COA and to take minutes at each of their committee meetings and make a report to Council as frequently as the Chair deems necessary.

Whereas the Nominating Committee being a Permanent Committee being created for a continuing purpose to full fill the obligations as required by the Code of Regulations shall continue and the members and Liaison may change in accordance with the Code of Regulations and each Council as they see fit.

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 and appointing a Nominating Committee and naming the Council Liaison as John Sciole 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 Nominating Committee.
2. The Council further resolves that the Committee may act only as an advisory body to the Council.
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

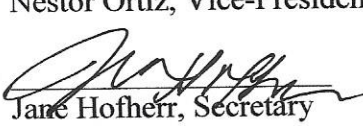
John M. Dill, President

Date: 12/5/18

YES  NO

Nestor Ortiz, Vice-President

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

  YES  NO

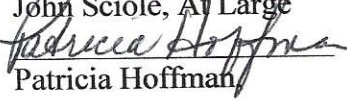
Jane Hofherr, Secretary

Date: 12/5/18

YES  NO

John Sciole, At Large

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

  YES  NO

Patricia Hoffman

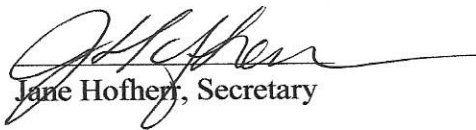
Date: 12-5-18

**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

Signatures

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

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

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

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

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

**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 \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ (year).

\_\_\_\_\_  
Jane Hofherr, Secretary