

**WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS  
IN LIEU OF SPECIAL MEETING**

WHEREAS, pursuant to the authority contained in the Oklahoma Corporation Act, the undersigned, being all of the members of the Board of Directors of Emerald Falls Homeowners' Association, Inc., an Oklahoma not-for-profit corporation (the "Association"), do hereby adopt the following resolutions with the same force and effect as though adopted at a special meeting of said Board duly called, noticed and held:

WHEREAS, on June 26, 2017, First Par, LLC, the then declarant (developer) of Emerald Falls, did assign to Emerald Falls Investment Company, LLC, any and all Declarant Rights under the Declaration of Covenants, Conditions and Restrictions for Emerald Falls, as recorded March 8, 2006, in Book 1564 at Page 591 in the Office of the Wagoner County Clerk ("Covenants"); and

WHEREAS, pursuant to Section 2.2 of the Covenants, Emerald Falls Investment Company, LLC, as the current Declarant under the Covenants, does by its execution of this Consent appoint David E. Charney, Sally Moseby and Richard Sullivan as the Board of Directors of the Association;

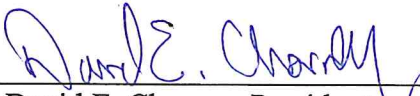
NOW, THEREFORE, BE IT RESOLVED, that the following persons shall serve as officers of the Association in the offices set opposite their respective names, until their successors are elected and qualify or until their earlier resignation or removal:

<u>NAME</u>	<u>OFFICE</u>
David E. Charney	President
Sally Moseby	Secretary
Richard Sullivan	Treasurer

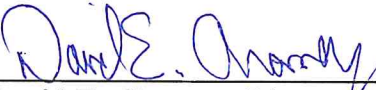
Adopted and Approved this \_\_\_\_ day of March, 2018

Emerald Falls Investment Company, LLC  
An Oklahoma limited liability company

By: Charney Properties, Inc.  
Its Manager

By:   
David E. Charney, President

IN WITNESS WHEREOF, the undersigned have duly executed this Consent effective the 5<sup>th</sup> day of March, 2018.

  
\_\_\_\_\_  
David E. Charney, Director

  
\_\_\_\_\_  
Richard Sullivan, Director

  
\_\_\_\_\_  
Sally Moseby, Director