

**WRITTEN CONSENT BY THE  
BOARD OF DIRECTORS  
OF  
WYNNGATE HOME OWNER'S ASSOCIATION, INC.  
In lieu of Organizational Meeting**

State of Georgia  
Rabun County

The undersigned, constituting all of the directors of Wynngate Home Owner's Association, Inc., a Georgia Non-Profit Corporation (the "Corporation"), in accordance with Official Code of Georgia Annotated § 14-3-821 of the Georgia Non-Profit Corporation code, do hereby consent to the following actions and resolutions being taken and adopted without a meeting and hereby direct that this written consent be filed with the minutes of the board of directors in the minute book of the corporation.

**Adoption of Articles of Incorporation**

**RESOLVED**, that a copy of the Articles of Incorporation of the corporation, dated June 23, 2014, were certified by the Secretary of State of the State of Georgia, as being a true and correct copy of such articles of the corporation as filed with such secretary, shall be filed in the minute book of the corporation, and that the articles be, and the same hereby are, approved and adopted as the articles of incorporation of the corporation.

**Election of Officers**

**FURTHER RESOLVED**, that the following named persons be and they hereby are, elected to the offices of the corporation opposite their respected names, with each such officer to serve until his or her successor is elected and qualified:

President	<u><b>John E. Harrison</b></u>
Secretary	<u><b>William W. Stueck</b></u>
Treasurer	<u><b>John E. Harrison</b></u>

**Ratification of Actions of Incorporator**

**FURTHER RESOLVED**, that the actions of the incorporator, John E. Harrison in organizing the corporation be, and they hereby are, ratified and approved.

**Adoption of by-law**

**FURTHER RESOLVED**, that the by-laws a copy of which is attached hereto, be, and hereby are, approved and adopted as the by-laws of the corporation and that the secretary be and hereby is directed to place a copy of the by-laws in the minute book of the corporation.

**Adoption of Seal**

**FURTHER RESOLVED**, that the seal, an impression of which is affixed hereto, is hereby adopted as the corporate seal of the corporation.


**Bank Account**

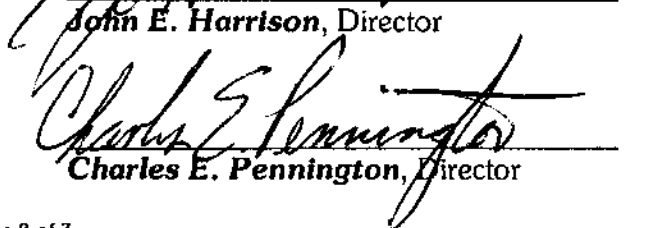
**FURTHER RESOLVED**, that STEPHENS FEDERAL BANK is hereby designated as a depository for the funds of the corporation, and that form resolutions authorizing the establishment of an account with said bank are hereby approved and adopted, and that a copy of such resolutions be filed in the minute book of the corporation.

**General Authority**

**FURTHER RESOLVED**, that the officers of the corporation be, and each of the them hereby is, authorized and directed to take any and all actions, executing all documents, agreements, and instruments, make any and all filings and expenditures and take any and all steps deemed by them to be necessary, desirable or appropriate in order to carry out the purpose and intent of and to consummate any of the actions contemplated by any of the foregoing resolutions all in the name of and on behalf of the corporation.


**IN WITNESS WHEREOF**, the undersigned have caused this written consent to be executed on this 23<sup>rd</sup> day of JUNE, 2014.


  
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John E. Harrison, Director

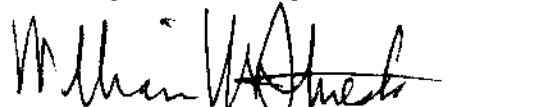
  
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Charles E. Pennington, Director

  
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**Jack P. Brandon**, Director

  
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**Shannon L. Lassiter**, Director


  
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**Gerald L. Terwilliger**, Director

  
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**Timothy D. Brantley**, Director

  
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**William W. Stueck**, Director

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**William W. Stueck**, Director