

CORPORATE RESOLUTION

The undersigned Secretary/Assistant Secretary of Country Place Master Community Association, Inc., a corporation duly organized and existing under the laws of the State of Texas hereby certifies that, at a meeting of the Board of Directors of the Company duly called and held at the Carriage House in Country Place, City of Pearland, County of Brazoria, State of Texas on October 6, 1999 at which meeting a quorum was continuously present, the following resolutions were adopted, have been duly entered into the minute book of the Company, are in conformity with (as applicable) the Articles of Incorporation/Charter and Bylaws, are now in full force and effect, and have not been modified or rescinded in any manner:

RESOLVED that any two (2) of the following persons:

Two signatures are required, one being the managing agent and one being the Association, or two from the Association.

("Authorized Party") is authorized and empowered to perform any one or more of the following actions for and on behalf of the Company and on such terms and conditions as such Authorized Party may deem advisable in his sole discretion:

- (a) Open and maintain any safe deposit boxes, lockboxes and escrow, savings, checking, depository, or other accounts with Southwest Bank of Texas, NA ("Bank");
- (b) Assign, negotiate, endorse and deposit in and to such boxes and accounts any checks, drafts, notes, and other instruments and funds payable to or belonging to the Company;
- (c) Withdraw any funds or draw, sign and deliver in the name of the Company any check or draft against funds of the Company in such boxes or accounts;
- (d) Implement additional depository and funds transfer services (including, but not limited to, facsimile signature authorizations, wire transfer agreements, night depository agreements, automated clearinghouse agreements, and payroll deposit programs);
- (e) Endorse to Bank any checks, drafts, notes, or other instruments payable to the Company;
- (f) Appoint the Bank as the Company's attorney-in-fact for any purpose (including, but not limited to, endorsing any checks, drafts, notes or other instruments payable to the Company);
- (g) Execute any document (including, but not limited to, facsimile signature authorization agreements, wire transfer agreements, automated clearinghouse agreements, payroll deposit agreements, powers of attorney, and waivers) and take any action on behalf of the Company to carry out the terms of each of the documents set forth herein and to carry out these resolutions; and
- (h) Designate from time to time the person or persons to receive from the Bank any and all cancelled checks and/or statements of account.

FURTHER RESOLVED, that endorsement of items for deposit may be by the written or stamped endorsement of the Company without designating the person making the endorsement;

CORPORATE RESOLUTION

The undersigned Secretary/Assistant Secretary of Country Place Master Community Association, Inc., a corporation duly organized and existing under the laws of the State of Texas hereby certifies that, at a meeting of the Board of Directors of the Company duly called and held at the Carriage House in Country Place, City of Pearland, County of Brazoria, State of Texas on October 6, 1999 at which meeting a quorum was continuously present, the following resolutions were adopted, have been duly entered into the minute book of the Company, are in conformity with (as applicable) the Articles of Incorporation/Charter and Bylaws, are now in full force and effect, and have not been modified or rescinded in any manner:

RESOLVED that any two (2) of the following persons:

Two signatures are required, one being the managing agent and one being the Association, or two from the Association.

("Authorized Party") is authorized and empowered to perform any one or more of the following actions for and on behalf of the Company and on such terms and conditions as such Authorized Party may deem advisable in his sole discretion:

- (a) Open and maintain any safe deposit boxes, lockboxes and escrow, savings, checking, depository, or other accounts with Southwest Bank of Texas, NA ("Bank");
- (b) Assign, negotiate, endorse and deposit in and to such boxes and accounts any checks, drafts, notes, and other instruments and funds payable to or belonging to the Company;
- (c) Withdraw any funds or draw, sign and deliver in the name of the Company any check or draft against funds of the Company in such boxes or accounts;
- (d) Implement additional depository and funds transfer services (including, but not limited to, facsimile signature authorizations, wire transfer agreements, night depository agreements, automated clearinghouse agreements, and payroll deposit programs);
- (e) Endorse to Bank any checks, drafts, notes, or other instruments payable to the Company;
- (f) Appoint the Bank as the Company's attorney-in-fact for any purpose (including, but not limited to, endorsing any checks, drafts, notes or other instruments payable to the Company);
- (g) Execute any document (including, but not limited to, facsimile signature authorization agreements, wire transfer agreements, automated clearinghouse agreements, payroll deposit agreements, powers of attorney, and waivers) and take any action on behalf of the Company to carry out the terms of each of the documents set forth herein and to carry out these resolutions; and
- (h) Designate from time to time the person or persons to receive from the Bank any and all cancelled checks and/or statements of account.





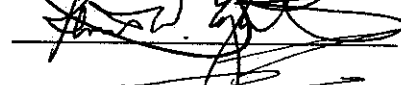
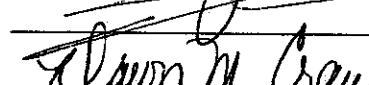
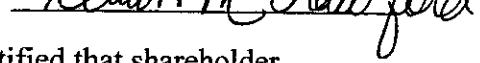
FURTHER RESOLVED, that endorsement of items for deposit may be by the written or stamped endorsement of the Company without designating the person making the endorsement;

FURTHER RESOLVED, that any of the foregoing or related activities taken by any Authorized Party prior to the adoption of the preceding resolutions are hereby ratified and declared to be binding obligations of the Company in a full and complete manner;

FURTHER RESOLVED, that the authority and power of any Authorized Party as provided in the preceding resolutions will continue in full force and effect until the Board of Directors or shareholders of the Company adopt a resolution amending, modifying or revoking one or more of the preceding resolutions and a certified copy of the properly executed resolution is actually received by the Bank; and


FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized from time to time to certify the adoption of the foregoing resolutions to the Bank, the continuing effect of these resolutions, and the incumbency of the various parties authorized to exercise the rights in these resolutions.

The undersigned Secretary/Assistant Secretary certifies that the following persons are duly elected officers or otherwise authorized to act on behalf of the Company in the capacities set forth below and that the following original signatures are genuine in all respects:

<u>NAME</u>	<u>TITLE</u>	<u>SIGNATURE</u>
Roger Lampman	President	
Joy Goodale	Treasurer	
Eugene Holzer	Vice President	
Alex Taylor	Managing Agent	
Kenneth Egbert	Managing Agent	
David Regenbaum	Managing Agent	
Dawn M. Crawford	Managing Agent	

- If checked, the undersigned Secretary/Assistant Secretary certified that shareholder approval of this Resolution is not required under (as applicable) the Articles of Incorporation/Charter and Bylaws of the Company.

Dated this 13 day of October, 1999.


Secretary/Assistant Secretary