

**BRIARCREEK OWNERS ASSOCIATION, INC.**

**CONSENT OF MEMBERS  
IN LIEU OF ORGANIZATIONAL MEETING**

Pursuant to Article 9.10 of the Texas Non-Profit Corporation Act, the undersigned, being the sole members of Briarcreek Owners Association, Inc., a Texas non-profit corporation (the "Corporation"), and in lieu of a meeting of the members, the call of which is expressly waived, do hereby consent to the adoption of the following resolutions:

RESOLVED, that the Bylaws of Briarcreek Owners Association examined by the undersigned and attached hereto as **Exhibit "A"** are hereby adopted as the bylaws of the Corporation;

RESOLVED, that the following persons are hereby elected as officers of the Corporation for the offices set forth opposite their respective names:

Edward R. Rathgeber, Jr.	-	President
Chris Bell	-	Vice President
Terry E. Mitchell	-	Secretary/Treasurer

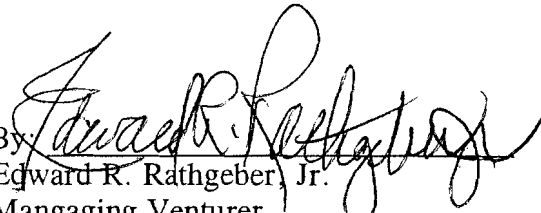
RESOLVED FURTHER, that all actions taken by Bell-Nash/Rathgeber Joint Venture and Continental Homes of Texas, L.P. d/b/a Milburn Homes, on behalf of the Corporation from and after the date of its incorporation are hereby ratified and confirmed.

**DECLARANT:**

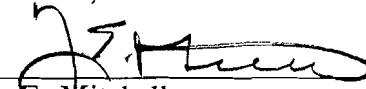
Bell-Nash/Rathgeber Joint Venture  
(a Texas joint venture)

**MILBURN:**

**Continental Homes of Texas, L.P.**  
(a Texas limited partnership)

By:   
Edward R. Rathgeber, Jr.  
Managing Venturer

BY: CHTEX of Texas, Inc., (a Delaware corporation, its sole General Partner)

By:   
Terry E. Mitchell  
Vice President