

RESOLUTION APPOINTING DIRECTORS AND OFFICERS

Basin Real Estate Holdings, LLC, a Texas limited liability company and AFC Development LLC, a Texas limited liability company (collectively "Declarant"), as the declarant and as the sole and only member of Brush Creek Village Townhomes Association, a Colorado nonprofit corporation (the "Association"), hereby appoints Martin Spencer, Stephen Howard, and _____ to the board of directors of the Association with Martin Spencer as President, Stehen Howard as Vice-President and Treasurer, and MARTIN SPENCER Secretary. Declarant waives any objection to the notice of a meeting or lack thereof and takes this action upon the unanimous consent of all the members.

Basin Real Estate Holdings, LLC, a Texas limited liability company

By: 
Stephen Howard, Manager

AFC Development LLC, a Texas limited liability company

By: 
Martin Spencer, Manager