2026-00005802 RES Total Pages: 5

CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS OF SPORTSMAN'S WORLD RECREATIONAL ASSOCIATION, INC.

THIS RESOLUTION ("Resolution") is made this 14 day of August, 2026, by the Board of Directors of the Sportsman's World Recreational Association, Inc. ("Association"), a Texas non-profit corporation.

WITNESSETH:

WHEREAS, LANDAR CORPORATION ("Declarant") executed that certain Declaration of Covenants, Conditions and Restrictions for Sportsman's World (Recreational Facilities), dated April 23, 1979 and filed in Volume 530, Page 249 of the Official Public Records of Palo Pinto County, Texas on June 11, 1979, and subsequent amendments or supplements thereto (collectively, "Declaration") applicable to certain real property described therein located in the Palo Pinto County, Texas; and

WHEREAS, the Declaration establishes the Association, a Texas non-profit corporation, to manage, operate, and govern the real property subject to the Declaration in accordance with the covenants, conditions, and restrictions set forth in the Declaration and additional dedicatory instruments properly enacted by the Declarant or Association pursuant to the authority provided in the Declaration (collectively, "Dedicatory Instruments");

WHEREAS, the Association is administered by a board of three (3) directors (collectively, the "Board") and is governed by Chapter 22 of the Texas Business & Organization Code ("TBOC");

WHEREAS, in development of the real property subject to the Declaration, the Declarant dedicated approximately 0.2707 acres of land out of Sportsman's World Section One as reserve property identified as Reserve C (the "Reserve Property") as set forth in the Plat of Sportsman's World Section One, dated June 7, 1979 and filed on June 11, 1979 in Volume 5, Page 21-22 of the Palo Pinto County, Texas Plat Records;

WHEREAS, Declarant conveyed title of Reserve C to the Association on April 29, 1980 via that certain Warranty Deed filed on April 30, 1980 in Volume 546, Page 511 of the Official Public Records of Palo Pinto County, Texas;

WHEREAS, on April 11, 2025, the then-acting Board unanimously approved and voted for the Reserve Property to be sold by the Association pursuant to contractual terms and conditions as set forth in a contract for sale entered between the Association and buyer of the Reserve Property;

WHEREAS, on or about April 30, 2025, the Association completed the Reserve Property sale and title to the Reserve Property was conveyed from the Association to the McCormick Personal Residence Trust as set forth in that certain General Warranty Deed filed on May 7, 2025 as Instrument No. 2025-00002493 in the Official Public Records of Palo Pinto County, Texas.

WHEREAS, it has been alleged that the approval of the Reserve Property sale by the Board may constitute a defective corporate act or acts that are void or voidable due to a failure of authorization pursuant to TBOC §§ 22.501(2), (4);

WHEREAS, the current members of the acting Board desire to ratify the previous Board approval of the Reserve Property sale pursuant to both common law and statutory ratification procedures set forth in Chapter 22 TBOC, Subchapter J;

NOW, THEREFORE, in accordance with the requirements of TBOC § 22.503(a), the Board does hereby RESOLVE as follows:

1. Defective Corporate Act to be Ratified:

   Entering a contract for the sale of the Reserve Property.
   Closing of the sale and conveyance of the Reserve Property.

2. Date of Each Defective Corporate Act:

   The Reserve Property sale terms were unanimously approved by the three then-acting members of the Board on April 11, 2025 and the Reserve Property sale was closed, and the Reserve Property conveyed to the buyer, on April 30, 2025.

3. The Nature of the Failure of Authorization with Respect to Each Defective Corporate Act to be Ratified:

   Texas Property Code § 209.0051(h)(12) provides that the Board may not consider or vote on the sale of real property unless done in an open meeting for which prior notice was given to members of the Association. Because the Reserve Property was dedicated as reserve property by the Declarant and not common property, the then acting Board voted approval to enter the contract for sale and to subsequently close such sale outside of an open board meeting.

4. Board Approval of the Ratification of the Defective Corporate Acts

   The current Board desires to ratify the prior approval of the Reserve Property sale including entry of the sale contract with the buyer of the Reserve Property and the conveyance of the Reserve Property to the buyer upon closing of the contract.

   Pursuant to TBOC § 22.505, so long as the defective corporate act to be ratified was not required by the TBOC, Dedicatory Instruments, or any agreement to which the Association is a party to be approved by the members of the Association at the time the defective corporate act was committed or at the time this Resolution for ratification of the defective corporate act is being approved by the Board, then the ratification of the defective corporate act is not required to be also approved by the members of the Association. Sale of real property by the Association which was dedicated as reserve property by the Declarant and subsequently conveyed to the Association, including the

Reserve Property, does not require the approval of the Association members under the TBOC, Dedicatory Instruments, Association governing documents, or any agreement to which the Association is a party. Therefore, a resolution for ratification of the Reserve Property sale is not required to be voted on and approved by the Association membership.

By adoption of this Resolution by a unanimous Board vote at an open Board meeting held on August 14, 2026, for which prior notice was given to the Association membership in compliance with the Texas Property Code and Dedicatory Instruments and at which a quorum of directors was present, the effective time of validation of the above-described defective corporate acts shall be the date of approval of such corporate acts and the effect of this Resolution shall be to make such validation retroactive to the date of each of the above-described defective corporate acts as specified above.

The current Board, by execution of this Resolution below, hereby certifies that this Resolution was duly **APPROVED** and **ADOPTED** by unanimous vote of the Board of Directors of the Association at a properly noticed open board meeting held on the 14 day of August, 2026 at which a quorum of the current directors were present.

SPORTSMAN'S WORLD RECREATIONAL ASSOCIATION, INC.

By: _____
Director and President of Sportsman's World Recreational Association, Inc.

STATE OF TEXAS §
§
COUNTY OF Palo Pinto §

SWORN TO AND SUBSCRIBED before me on the 14 day of August 2026 by Jeff Watters, Director and President of Sportsman's World Recreational Association, Inc.

AMANDA R. TERRY
Notary Public, State of Texas
Comm. Expires 01-02-2028
Notary ID 130463942

Amanda Terry
Notary Public, State of Texas

SPORTSMAN'S WORLD RECREATIONAL ASSOCIATION, INC.

By: _____
Director and Vice President of Sportsman's World Recreational Association, Inc.

STATE OF TEXAS §
§
COUNTY OF Palo Pinto §

SWORN TO AND SUBSCRIBED before me on the 14 day of August 2026 by Roy Davis, Director and Vice President of Sportsman's World Recreational Association, Inc.

AMANDA R. TERRY
Notary Public, State of Texas
Comm. Expires 01-02-2028
Notary ID 130463942

Amanda Terry
Notary Public, State of Texas

SPORTSMAN'S WORLD RECREATIONAL ASSOCIATION, INC.

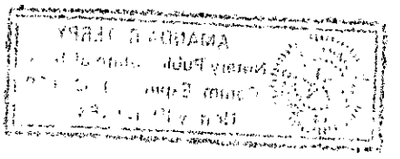
By: _____
Director and Secretary of Sportsman's World Recreational Association, Inc.

STATE OF TEXAS §
§
COUNTY OF Palo Pinto §

SWORN TO AND SUBSCRIBED before me on the 14 day of August 2026 by Sandy Winkelman, Director and Secretary of Sportsman's World Recreational Association, Inc.

AMANDA R. TERRY
Notary Public, State of Texas
Comm. Expires 01-02-2028
Notary ID 130463942

Amanda Terry
Notary Public, State of Texas



CERTIFIED FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Janette K. Green Palo Pinto County Clerk
Palo Pinto County,TX
09/22/2026 01:11 PM
Fee: $37.00
2026-00005802 RES
B: OR V: 2666 P: 490