

**CAUSE NO. 48292**

**RENE FFRENCH,  
JOHN RICHARD DIAL,  
STUART BRUCE SORGEN,  
Individually and as Representatives  
of WINDERMERE OAKS WATER  
SUPPLY CORPORATION**  
*Plaintiffs*

**V.**

**FRIENDSHIP HOMES &  
HANGARS, LLC, and WINDERMERE  
OAKS WATER SUPPLY CORPORATION,  
and its Directors WILLIAM EARNEST  
THOMAS MICHAEL MADDEN,  
DANA MARTIN, ROBERT MEBANE,  
PATRICK MULLIGAN, JOE GIMENEZ,  
DAVID BERTINO, MIKE NELSON,  
DOROTHY TAYLOR, NORMAN MORSE**  
*Defendants*

**S IN THE DISTRICT COURT  
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S 33RD JUDICIAL DISTRICT  
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S BURNET COUNTY, TEXAS  
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**ORDER**

Came on to be Considered Defendant Friendship Homes & Hangars, LLC's Motion for Partial Summary Judgment on Plaintiffs' Claims Seeking to Void or Annul the Sale of Real Property to Defendant. Further, Came on to be Considered Defendant's Objections to Plaintiffs' Summary Judgment Evidence. Having Considered said Motions, Plaintiffs' Response, and Defendant's Reply, the Court Rules as follows:

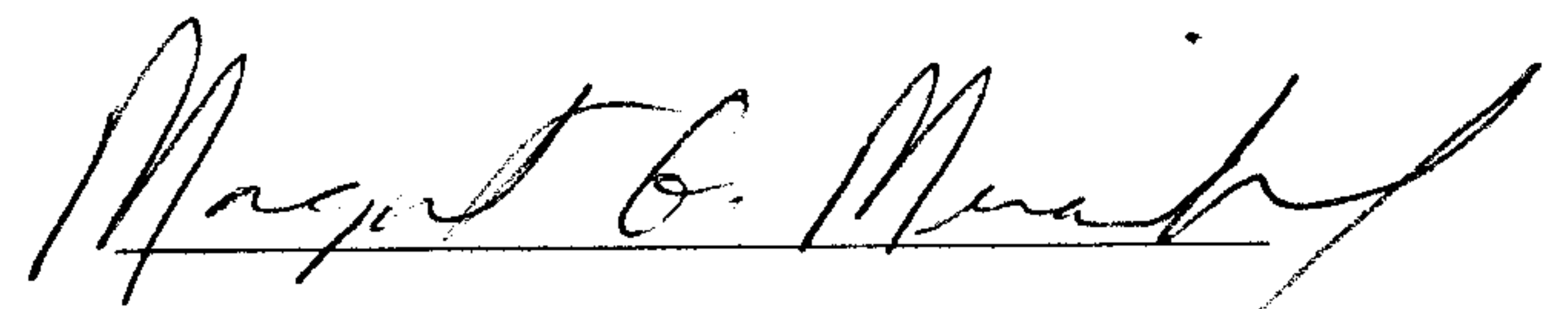
The Court recognizes a distinction between (1) ultra vires acts of the Corporation, and (2) ultra vires acts by officers and directors. Plaintiffs' allegations encompass both. As for the causes of action based on ultra vires acts by officers and directors under Texas Business Organizations Code sec. 20.002(c)(2), there is no limitation on the remedy. Plaintiffs' allegations against the defendant officers and directors of the corporation include claims of breach of fiduciary duty, misrepresentations, and fraud, combined with claims of alter ego, and lack of bona fide purchasers. Plaintiffs seek to unwind fully performed transactions that allegedly improperly benefitted defendant directors and officers who acted with knowing involvement and participation by transferees of the real property, and to recover damages on behalf of the corporation. In the absence of a limitation on the remedy under Section 2.002(c)(2), the Court Concludes that Defendant's Motion for Partial Summary Judgment is without merit.

Accordingly, Defendant's Motion for Partial Summary Judgment is Hereby **DENIED**.

Further, Defendant's Objections to Plaintiffs' Summary Judgment Evidence are Hereby **DENIED** as Moot.

**IT IS SO ORDERED.**

**SIGNED** this 20th Day of October, 2020.



Judge Margaret G. Mirabal  
Presiding Judge