

HOA SOUTHERN WOODS, INC.

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Board of Directors Minutes

March 09, 2010

Manchaca Fire Hall, 6:30pm

Members Present: Doug Dear, Clark Miller, Pat Wentworth, Paul Kaskie, Richard Garrett and Rachael Martinez
Members Absent: Mahlin Musgrove
Members Proxy: None

Meeting was called to order at 6:35 pm. A quorum of Board members was present.

Clark Miller stated that the State Charter of the Home Owners Association had been restored on March 3, 2010 and that the HOA is now in full compliance with all state regulations. Juliette Miller filed all necessary documentation with the Texas Secretary of State and the Texas Comptroller's office and documented the process in a memo to the HOA files, a copy of which was e-mailed to all of the Board members just prior to this meeting. A copy of that memo is attached to these minutes as part of the record. The Board then proceeded with its meeting agenda.

- 1) **Deed Restriction** – The board decided to adopt the First Amended Declaration of Covenants Conditions and Restrictions for Southern Woods as they are written at this time as a guideline for this Board to operate.
- 2) **Budget** – We reviewed the budget that Clark passed out. Pat made a motion to accept the budget and Clark 2nd the motion; the motion passed. We currently have \$5,906.13 in our checking account and \$12,002 in the UBS account and we have uncollected dues for 2010 in the amount of \$2,205.00. Clark would like to have some of money in the current account transferred into the road fund. Doug made a motion to put \$2,000 into the USB a/c (road fund) and, after some discussion, Doug made an amendment to put just \$1,000 into the USB fund. Clark 2nd the amended motion which then passed unanimously.
- 3) **Board meetings** – Clark made a motion that that board meet on a quarterly basis. Richard 2nd the motion and the motion passed unanimously. The Board will tentatively meet on the 2nd Tuesday of each of March, June, Sept and Dec. 2010
- 4) **Election of officers** – The Board is required to vote for a President, Vice President, Secretary and Treasurer. Clark made a motion to elect these four positions as officers of the Board, Pat 2nd the motion and the motion passed. Clark noted that Juliette sent an e-mail to the board informing the Board that she, and her future neighbor Susan McDonald, would like to be considered for the position of Secretary. Pat made a motion to elect Clark for President, Mahlin as Vice President, Pat as Treasurer and Juliette and Susan as co-secretary(s); for now Juliette would be the primary Secretary. Since Mahlin was not at the meeting, Richard made a friendly amendment to the motion that if Mahlin does not accept the Vice President's position, then Rachael will become the Vice President. Paul 2nd the motion; motion passed.

5) **New Business** –

- A. **ACC Approval** - The McCauley's have requested approval to build a swimming pool and have submitted a drawing to show the location of the proposed pool on their lot. The board decided that, as long as they are in compliance with the deed restrictions of Southern Woods, their request is approved, however, if for any reason the location of the pool needs to be moved, then the Board should be informed.
- B. **New committees** – Clark made a motion to appoint a committee to review the Bylaws and recommend that we consolidate the documentation currently on hand and make the wording of the Bylaws more user friendly. Pat 2nd the motion; motion passed and Pat volunteered to get a committee together. Richard will be on the committee and they are going to try and get about three more people. Pat is going to ask the McDonalds, Mr. Walker and possibly Rachael and Juliette. The Board also decided to have a Website committee and Rachael will head it. Pat mentioned that Mark Hughes from lot 12 builds websites for a living so we should ask him if he wants to be on the committee.

Action Items - Get Bylaws and Website committees set up and have something to report for the June meeting.

Hearing no other discussion the meeting adjourned at 8pm.

Respectfully,
Rachael Martinez
Acting Secretary for HOASW, Inc.

Memo

Date: March 2, 2010

To: File

From: Juliette Miller

Re: Involuntary dissolution and charter restitution of HOASW

At the annual HOA meeting on February 23, 2010 Brian Vickery announced to the members that he had discovered that our corporate charter had been revoked due to non filing of various reports. I offered to try to fix the problem as I felt that, while it was a regrettable situation, it was not a huge problem and that it could be fixed by filing a bunch of paperwork with the Comptroller and the Secretary of State. I assured the members that if the situation proved to be more difficult that I anticipated I would inform the new Board so that they could turn the problem over to the HOA attorney.

I spoke to the Secretary Of State – Corporate filings division and was told that I would have to file:

- Periodic Report Of a Non- Profit Corporation” (they are due every 4 years) and ours had been due on November 2007.
- Request to have the Corporation reinstated
- Tax clearance letter from the Texas Comptroller
- Cost would be the regular \$25 fee to file the report and an extra \$25 if I wanted to expedite the filing

I then spoke to the Texas Comptroller and was told that in order to obtain the above tax clearance letter I would have to file the following:

- 2008 Franchise Tax - No Tax Due Information Report (was due 05/15/08)
- 2008 Franchise Tax Public Information Report (was due 05/15/08) – this lists the officers in effect as of the due date of the report.
- 2009 Franchise Tax - No Tax Due Information Report (was due 05/15/09)
- 2009 Franchise Tax Public Information Report (was due 05/15/09)
- 2010 Franchise Tax - No Tax Due Information Report (was due 05/17/10)
- 2010 Franchise Tax Public Information Report (was due 05/17/10)

There would be no charge for any of the Comptroller filings and we never owe any Franchise Tax because our income is way below the payment threshold of \$1M annual gross revenue.

On March 2, 2010 I filed all of the above papers with the Comptroller, in person, at the Austin field office and was given a tax clearance letter which I then walked over to the Secretary of State’s office and filed along with the other documents listed above. I arranged for expedited processing and the office will FAX me the proof of the restitution of the Corporation within 24 hours. This completes the restitution process.