

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
SOUTHSIDE PLACE COMMUNITY GARDEN
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned persons, constituting all of the Board of Directors of SOUTHSIDE PLACE COMMUNITY GARDEN, a Texas non-profit corporation (the "*Corporation*") do hereby consent to, approve of and adopt the following resolutions:

RESOLVED, that the Certificate of Formation of the Corporation, which has been filed in the office of the Secretary of State of the State of Texas, be and is hereby adopted and approved as filed, and the Secretary of the Corporation hereby is directed to file such Certificate in the minute book of the Corporation; and

RESOLVED, that the Bylaws of the Corporation are adopted; and that the Secretary of the Corporation hereby is directed to file such Bylaws in the minute book of the Corporation; and

RESOLVED, that a Conflict of Interest and Compensation Policy of the Corporation, in the form attached hereto as Exhibit "A", is adopted; and that the Secretary of the Corporation hereby is directed to file such policy in the minute book of the Corporation; and

RESOLVED, that each of the following persons be and hereby is elected to the office set forth beside her name below, to serve until her resignation or removal:

President and Secretary Julia Babcock

Treasurer Patricia Tilton; and

RESOLVED, that each of the officers of the Corporation, or any of them, is authorized, empowered and directed in the name and on behalf of the Corporation to execute, deliver, approve, acknowledge, verify, deliver, record and file, any and all agreements, documents, instruments, certificates, notices, statements and consents and to take such other actions, or to cause to be taken such other actions, as he deems necessary or appropriate to effectuate and accomplish the foregoing resolutions (as conclusively evidenced by his signing such documents or taking such actions, or causing the same to be executed or taken), with such modifications, amendments or changes as he deems necessary


or appropriate; and all such acts as such officers take in order to effectuate the transactions contemplated by the foregoing resolutions are adopted, approved, ratified and affirmed in all respects; and

RESOLVED, that the fiscal year of the Corporation be January 1 through December 31; and

RESOLVED, that the Corporation file a request for determination as a 501(c)(3) organization with the Internal Revenue Service; and

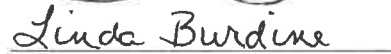
RESOLVED, that the President and the Treasurer of the Corporation are each directed and authorized to take whatever actions are necessary to establish corporate bank accounts with such depositories as the President or the Treasurer shall designate.

IN WITNESS WHEREOF, the undersigned have executed this consent as of October 8, 2013.


Julia Babcock


Bryan Baker


Amy Bryant


Linda Burdine


Patricia Tilton

Exhibit "A"

CONFLICT OF INTEREST AND COMPENSATION POLICY

Article I Purpose

The purpose of the conflict of interest and compensation policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction or any decision regarding compensation of officers, directors, employees or independent contractors serving in similar roles. This policy is intended to supplement but not replace Article IX of the Organization's Bylaws and any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement;
or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures – Conflict of Interest

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it

shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings – Conflict of Interest

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation – Conflicts of Interest

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest and compensation policy,
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article IX
Compensation Policy

In addition to the policies, processes and procedures set forth above designed to manage conflicts of interest within the Organization that might jeopardize its charitable status or mission, the Organization shall also follow the following policies and procedures with regard to compensation of directors, officers, employees and independent contractors undertaking similar roles and duties (it being recognized that the Organization does not anticipate having any employees or compensating its officers or directors, or hiring independent contractors to fulfill those functions).

1. All compensation arrangements subject to this policy shall be approved in advance before any payment is made.

2. The Organization will document in writing the date and details of any such compensation arrangement.

3. Any such compensation arrangement shall be approved by the Board of Directors of the Organization and a written record shall be maintained of the Board action, including the names of those voting for and against.

4. No such compensation arrangement will be approved unless it is judged appropriate based upon information concerning amounts paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations.

5. The record of approval maintained under Paragraph 3 above shall contain a written description of the comparable compensation information relied upon under Paragraph 4 above and the source of the information.