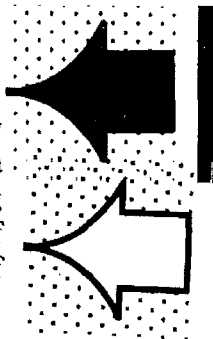


**ACTION BY THE OFFICERS OF  
CITY OF SHOREACRES  
AND CERTIFICATE OF INCUMBENCY**

I, DAVID K. STALL, the Secretary of the City of Shoreacres (the "City of Shoreacres") do hereby certify that the following is a true and correct copy of a resolution adopted by the City Council of the City of Shoreacres at a duly called meeting of the members of the City Council of the City of Shoreacres held on the 27 day of JUNE, 2008, at which a quorum of the City Council of the City of Shoreacres were present and voting throughout:



WHEREAS, the City of Shoreacres desires to sell (the "Sale") an Easement estate in and to a portion of that certain property more particularly identified on Exhibit A attached hereto (the "Subject Property"); and

NOW, THEREFORE, BE IT RESOLVED, that the Mayor, the Mayor Pro Tem, or any other officer of the City of Shoreacres, be, and each of them is hereby authorized, empowered and directed to enter into, execute and deliver, on behalf of the City of Shoreacres, any and all documents and agreements necessary to convey the Easement Estate, including, without limitation, any purchase and sale agreements, easement and assignment agreements, settlement statements, and other such agreements and documents (collectively, the "Sale Documents") as may be required in connection with the Sale, and the execution of any such Sale Documents by such authorized officers or any one of them shall be the binding obligation of the City of Shoreacres and said Mayor, or any other officer of the City of Shoreacres, shall be authorized, empowered and directed to enter into, execute and deliver any and all documents and instruments and to take any and all acts necessary on behalf of the City of Shoreacres, to effectuate the Sale and the approval of the City Council of the City of Shoreacres and all power and authority for such action shall be conclusively presumed by the signature of any such officer.

FURTHER RESOLVED, that such authorized officers of the City of Shoreacres or any one of them be and are hereby authorized, directed and empowered on behalf of the City of Shoreacres, to do such other acts and things as may be necessary or advisable in order to carry out and perform on the part of the City of Shoreacres the covenants, conditions and agreements on its part to be carried out and performed, as provided in the Sale Documents, and in order to carry out and give effect to the full intent and purposes of these resolutions; and

State of Texas  
County of Harris

CERTIFIED COPY

I certify that this document is a true, exact, complete and unaltered copy.

Name: David K. Stall

Title: City Secretary

Date: 30 July 08

FURTHER RESOLVED, that the Secretary of the City of Shoreacres shall certify to First American Title Insurance Company (the "Title Agent") the names of the present duly elected and qualified officers of the City of Shoreacres and shall from time to time hereafter as changes in the personnel of said officers are made, immediately certify such changes to the Title Agent; and

FURTHER RESOLVED, that the foregoing resolutions shall remain in full force and effect until written notice of their amendment or rescission shall have been received by such of the Title Agent's departments, offices, branches, and correspondents as may be concerned and that receipt of such notice shall not affect any obligations entered into by the City of Shoreacres prior thereto or action taken by the Title Agent prior thereto; and

FURTHER RESOLVED, that the Secretary be, and hereby is authorized and directed to certify to the Title Agent the passage of the foregoing resolutions and to certify that the provisions thereof are in conformity with the City Code of the City of Shoreacres, and other Resolutions of the City of Shoreacres.

I HEREBY CERTIFY that:

1. The City of Shoreacres is in good standing and exists within the State of Texas as an incorporated Type A General Law Municipality on the date hereof.
2. That there are no proceedings of any nature whatsoever relating to the bankruptcy, merger, liquidation or dissolution of the City of Shoreacres pending or contemplated.
3. That the foregoing Resolutions of the City Council of the City of Shoreacres have not been amended or rescinded in any manner, are in full force and effect as of the date hereof, are not inconsistent with any provisions of the City Code of the City of Shoreacres (Attached hereto as Exhibit '13') or any other Resolution of the City of Shoreacres currently in effect and are within the power of the City Council to pass as provided in the City Code of the City of Shoreacres and that there is no provision in the City Code of the City of Shoreacres or other Resolutions of the City of Shoreacres limiting the power of the City Council of the City of Shoreacres to pass the foregoing Resolutions; and

State of Texas  
County of Harris

CERTIFIED COPY

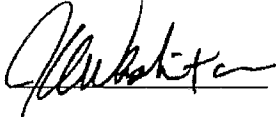
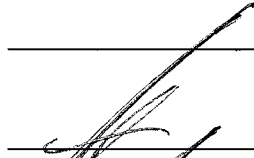

I certify that this document is a true, exact, complete and unaltered copy.

Name: [Signature]

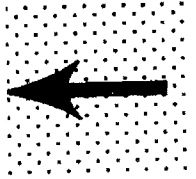
Title: CITY SECRETARY


Date: 30 JUL 08

4. That the following individuals are the incumbent officers of the City of Shoreacres on the date hereof, shall continue to perform the duties of their respective offices through the date of execution of any and all Sale Documents requested by Title Agent in connection with the Sale, and, as such officers, are authorized to execute all Sale Documents and the signatures appearing next to their names are their true and correct signatures:

<u>Office Held</u>	<u>Print Name</u>	<u>Signature</u>
Mayor	<u>Jay Washington</u>	
Secretary	<u>David K. Small</u>	
City Manager	<u>David K. Small</u>	

IN WITNESS WHEREOF, I have affixed my name as Secretary of the City of Shoreacres and have affixed the seal of the City of Shoreacres this 30TH day of, 2008. JUNE,



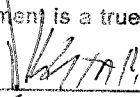
By:  Secretary of the City of Shoreacres  
 (CORPORATE SEAL)



State of Texas  
 County of Harris

CERTIFIED COPY

I certify that this document is a true, exact, complete and unaltered copy.

Name:   
 Title: CITY SECRETARY  
 Date: 30 JUN 08