

80

KEN LOKEY HOMES, INC.

Consent to Sole Director

Pursuant to Article 9.10B of the Texas Business Corporation Act, the undersigned, being the sole director of Ken Lokey Homes, Inc., a Texas corporation (the "Company"), by this consent adopts the following resolutions:

RESOLVED, that the Company shall empower the President, to REVOKE, CANCEL AND DISCHARGE an employee of the Company previously empowered on the 17th day of August, 1988, as attorney-in-fact with the power to act on behalf of the Company in the City of Birmingham, State of Alabama;

FURTHER RESOLVED, that the Company executed such instrument(s) as the Company shall deem necessary and proper to revoke, cancel and discharge the following named employee and relieve said employee from any and all powers previously granted to him:

DAN MOSLEY

FURTHER RESOLVED, that the company shall empower the President to name, designate and appoint certain employees of the Company as attorneys-in-fact with the power to act on behalf of the Company in the City of Birmingham, Alabama and to execute such instrument as the Company deems necessary and proper to appoint such attorneys-in-fact and to ratify and confirm, as the case may be, any previously appointed attorneys-in-fact that have not been removed and discharged from their powers as hereinabove revoked. The following named person(s) shall be given Powers of Attorney:

DIANE GRISSOM

The following named person(s) shall be ratified and confirmed as having Powers of Attorney in full force and effect as designated in that certain Power of Attorney dated August 17, 1988, to which referenced is made for all purposes:

MARC MORTON  
MARK HALL

*Courtney Mason*

BOOK 240 PAGE 922

Notwithstanding anything contained herein to the contrary, it is expressly understood that the powers given the newly appointed attorneys-in-fact and the powers ratified and confirmed herein to existing attorneys-in-fact are not universal or general powers of attorney, but specific powers as set forth in the Power of Attorney dated August 17, 1988, a copy of which is attached hereto and made a part hereof for all purposes.

Executed this 20<sup>th</sup> day of May, 1989.

SOLE DIRECTOR

  
KENNETH R. LOKEY

THE STATE OF TEXAS ;


COUNTY OF HARRIS ;

Before me, a Notary Public in and for the State of Texas, duly commissioned and qualified, personally appeared Kenneth R. Lokey, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to me that he executed the same as his free act and deed on behalf of KEN LOKEY HOMES, INC., as ~~President~~ SOLE DIRECTOR of said corporation.

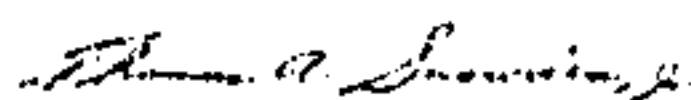
WITNESS my hand and Notarial Seal at Office this 20 day of May, 1989.

STATE OF TEXAS  
I CERTIFY THAT  
INSTRUMENT WAS FILED

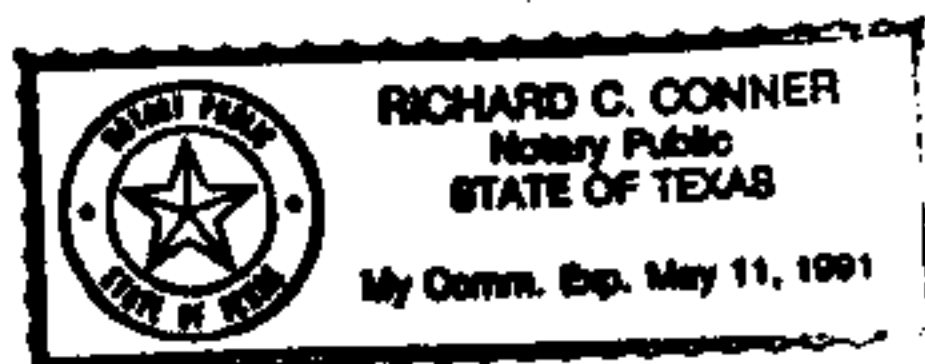
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NOTARY PUBLIC, STATE OF TEXAS

My Commission Expires:

  
JUDGE OF PROBATE

This instrument prepared by and return to:  
Louisa Vickery, Legal Department  
Ken Lokey Homes, Inc.  
1800 Bering Drive, Suite 220  
Houston, Texas 77057



RECORDING FEES

Recording Fee	\$ <u>5.00</u>
Index Fee	<u>2.00</u>
TOTAL	<u>7.00</u>