

**SUNFLOWER COMMUNITY ASSOCIATION, INC.
RESOLUTION OF THE BOARD OF DIRECTORS
DELEGATION OF AUTHORITY TO IDENTIFY CLOSED MEETING TOPICS**

The Board of Directors ("Board") of Sunflower Community Association, Inc. ("Association") adopts the following resolution to delegate its authority to identify the topics for each of its closed Board meetings, or any closed portion of such meetings, as of the date of signature below ("Resolution").

RECITALS

WHEREAS, the Association is subject to the Arizona Planned Communities Act, A.R.S. § 33-1801 *et seq.* ("Act").

WHEREAS, the Act, at A.R.S. § 33-1804(A), generally requires the Board to make its meetings open to the Members.

WHEREAS, the Act, at A.R.S. § 33-1804(A)(1)-(5), identifies certain enumerated subject matter the Board may choose to discuss in a meeting, or portion of a meeting, that is closed to the Members.

WHEREAS, the Act, at A.R.S. § 33-1804(C), provides:

Before entering into any closed portion of a meeting of the board of directors, or on notice of a meeting under subsection D of this section that will be closed, the board shall identify the paragraph under subsection A of this section that authorizes the board to close the meeting.

WHEREAS, the Arizona Nonprofit Corporation Act, at A.R.S. § 10-3801(B), provides the Board may exercise all corporate powers of the Association.

WHEREAS, pursuant to the Association's Bylaws ("Bylaws"), the Board has elected officers, including a Board President and Vice President.

WHEREAS, the Bylaws, at Article IV, Section 4.8(1), provide the Board President presides over all Board meetings and, at the Board's direction, engages "in the general management of the business of the Association."

WHEREAS, the Bylaws, at Article IV, Section 4.8(2), provide the Vice President may exercise any powers and authorities of the Board President if the Board President is unavailable or otherwise unable to act and "discharge other duties as may be required of the Vice President by the Board."

WHEREAS, the Board has determined it is in the best interests of the Association to delegate to its Board President the authority to identify the topics of discussion in any closed Board

meeting, or closed portion of such meeting, to facilitate the efficient conduct of Association business, as well as the Association's compliance with the Act's requirement, at A.R.S. § 33-1804(D), to provide Members with agendas for all Board meetings at least forty-eight (48) hours in advance.

WHEREAS, A.R.S. § 10-3821 provides the Board may take action without a meeting if all of the directors consent to the action in writing to be include in the Board's minutes reflecting such action, if the Association's Articles of Incorporation and Bylaws do not provide otherwise.

WHEREAS, the Association's Articles of Incorporation and Bylaws do no provide otherwise than A.R.S. § 10-3821.

WHEREAS, the Board has determined it is necessary to adopt this Resolution outside of a meeting by the unanimous written consent of the directors to ensure the Association may timely and efficiently address all Association business that is necessary and pending for action at the Board meeting upcoming on May 27, 2026.

WHEREAS, as reflected in the directors' signatures below, all of the directors have unanimously consented to the adoption of this Resolution as of the latest date of signature.

RESOLUTION

NOW, THEREFORE, the Board hereby resolves as follows:

1. The Board President shall set the agenda for every closed meeting, or closed portion of a meeting, of the Board.

2. In setting the agenda for a closed meeting, or closed portion of a meeting, of the Board, the Board President shall identify, on the Board's behalf, the paragraph under A.R.S. § 33-1804(A) that authorizes each agenda item to be discussed in the closed meeting or closed portion of the meeting.

3. The Board President may further delegate the foregoing responsibility to set agendas and identify the authorizing paragraphs of the Act to the Association's managing agent or legal counsel.

4. In the event the Board President is unavailable for any reason, the Vice President shall exercise all authorities delegated to the Board President pursuant to this Resolution.

5. The Board reserves all of its rights and authorities. All authorities delegated pursuant to this Resolution are entirely in addition to and do not replace, or otherwise deprive the Board of, any such authorities.

6. If there is any conflict between the Bylaws and the terms of this Resolution, then the Bylaws control. In the event of such a conflict, or if all or any portion of any provision of this

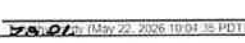
Resolution is held to be invalid, illegal, or unenforceable in any respect, then such conflict, invalidity, illegality, or unenforceability does not affect any other provision of this Resolution.

7. Unless specifically defined otherwise in this Resolution, all capitalized terms used herein have the meanings set forth in the Bylaws.

8. This Resolution shall be recorded in the minutes of next meeting of the Board.

IN WITNESS WHEREOF, all of the directors have hereby executed this Resolution to demonstrate their written consent to its adoption outside of a meeting, as of the latest date set forth below.

SUNFLOWER COMMUNITY ASSOCIATION, INC.

By: 
Its: Board President, Tim Lardy
DATE: 22/05/26

By: 
Director, Stacy Shellard
DATE: 22/05/26

By: 
Its: Vice President, Ken Ropp
DATE: 22/05/26

By: 
Director, Larry Schierer
DATE: 26/05/26

By: 
Its: Treasurer, Patrick Stirling
DATE: 23/05/26

By: 
Director, Tom Swain
DATE: 26/05/26

By: 
Its: Secretary, Kathy Mitchell
DATE: 22/05/26

Executive Session Agenda Resolution (Sunflower)

Final Audit Report

2026-05-26

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By:	Kim Ferguson (kim@smithwamsley.com)
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 Signer Tim Lardy (tim.lardysf@gmail.com) entered name at signing as Timothy Lardy

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 Agreement completed.

2026-05-26 - 4:26:03 PM GMT



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