**CERTIFICATE** **OF** **INCUMBENCY**

**MEMBER-MANAGED** **LIMITED** **LIABILITY** **COMPANY** *(Due* *February* *1* *before* *the* *Annual* *meeting* *and* *valid* *for* *one* *year* *only.)*

The undersigned Members of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (“Company”) hereby certify:

• that the undersigned are all Members of the Company;

• that the undersigned are qualified to make this certification and are authorized to give this certificate.

Now appoints \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Member as the voting member

The undersigned Members further certify that the appointed Member listed above, by virtue of the authority delegated to such Member by the Members of the Company, is authorized to act on behalf of the Company by executing agreements, voting in relation to Big Bend Groundwater Management District No. 5 elections and proceedings, making certifications, making representations, giving notices, executing transactions and giving instructions.

Executed this \_\_\_\_\_\_\_\_day of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , 20\_\_\_\_\_\_\_\_\_.

**Member** **Name** **Signature**

Sworn and subscribed before me this \_\_\_\_\_\_\_\_day of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , 20\_\_\_\_\_\_\_\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Notary Public