

## CBAPOA Meeting Time Stamp

3-1-2025

00:00 Phil C gives prayer before meeting.

02:45 Board members introduced, and meeting brought to order.

03:20 Board meeting minutes discussed from previous meeting. Specifically, how members comments are recorded in the minutes.

05:00 Treasurer report by Charlene. Discussion on Capital Reserve Account.

15:00 Road report by Jerry Sullivan. Approx. \$1600.00 left in road repair funds.

22:20 Discussion on website. Google sites will be used, and it is free. Charlene will explore creating the website.

33:25 Discussion and review of fee schedule. Vote tabled and board members will review and discuss again before voting on it.

48:45 Votes on road maintenance question counted.

1:03:05 Vote passes for 28 Yes – 2 No, for POA money to be used to repair all roads in the subdivision.

1:04:10 Volunteers selected for the covenant and by-laws committee. Bertha C, Jen H, Kay S, Mike H, Theresa R.

1:07:10 Proposed 2025 budget discussion.

1:13:40 Proposal for \$3500 for legal fees.

1:14:47 Kelle Rahm states that “and we got a lot of people filing suits”. Phil C states, “and we’ve had threats against the board for legal actions, so I think we need to be prepared for it” **This is Misinformation. Fact: no pending or threatened lawsuits against CBAPOA exist that we are aware of. Mike and Jen Harris have specifically stated that if a suit is filed due to the illegal attempt to incorporate CBA, the suit will name Kelly H and Kelle R specifically and they will be responsible for their own legal fees. They will not be covered by the CBAPOA insurance as this is an illegal act committed against CBAPOA which has been and still is an unincorporated nonprofit association since 1967. An official complaint about the illegal incorporation has been filed with the Texas Secretary of State which is the entity that oversees businesses in Texas. These were actions taken by Kelle and Kelly on their own – they were not approved by the board or the property owners, so the suit is against those two individuals.**

1:20:20 Motion passed to budget \$1500 for legal fees.

1:41:35 Motion passed to accept budget

Member comments

1:44:10 Paula Canaday: ignores the warning to only direct comments to the board and personally attacks Mike and Jen Harris, calling them a “destructive force in the community” among other things.

1:45:45 Paula states that Mike Harris stated that all homeowners would be responsible for the legal fees of any lawsuit we file. **This is misinformation and false. Please see the above explanation to Kelle Rahm on the same issue.**

1:46:06 Paula C states that if a lawsuit is filed “all those fraudulent forms, the federal, state and bank documents signed by Jerry Sullivan and Tim O’Brien would have to be added to the lawsuit. **Misinformation: The claim of fraudulent forms being filed implies laws have been broken, which is not true. If that is the case, then file a complaint with law enforcement. Mistakes have been made in the past by other board members, but these were minor errors that could be corrected. We are unaware of any crimes having been committed until Kelly and Kelle started taking illegal and unauthorized actions.**

1:46:15 Paula C states that they (Mike/Jen) are threatening another lawsuit against the corporation. **Fact and misrepresentation. Fact: Please see the above explanation to Kelle Rahm on the same issue. Misrepresentation: any property owner has the right under CHAPTER 209. TEXAS RESIDENTIAL PROPERTY OWNERS’ PROTECTION ACT to take legal action if they choose. Mike and Jen Harris have specifically stated that if a suit is filed due to the illegal attempt to incorporate CBA, the suit will name Kelly H and Kelle R specifically and they will be responsible for their own legal fees. They will not be covered by the CBAPOA insurance as this is an illegal act committed against CBAPOA.**

1:47:25 Paula C states that Jen Harris has refused to turn over to the board the CBA website. **Misinformation: CBAPOA.org had been used by the association for many years. In 2024, after Kelle’s username was deactivated, no other board members requested to either have a username or emailed Jen with documents to post. The website laid dormant from August (and in actuality, had rarely been used at all in 2024) until January of 2025. Jen had already been told by the board that they were going to create a new website with some variation of CBASPOA in its name. During this time interval the website domain was renewed – it cannot be interpreted that the association still believed it owned or had control of it when this domain was renewed. Right now the website lists the required documents to keep CBAPOA compliant, such as meeting minutes and announcements, since in 6 months since Kelle’s username was disabled there has not been a replacement website. The cbapoa.org website states that it is no longer the official website of the CBAPOA. It is still the only website that provides association information to the property owners.**

1:48:00 Mike Harris asks the board if we are an unincorporated non-profit POA as we have been since the CBA was started OR are we an incorporated POA due to the legal documents signed over the years signed by several boards. Kelly Harrell states that we are a corporation because some previous board members wrote “corporation” on some documents. **Misinformation: signing a contract or document as a corporation either on purpose or by mistake does not make you a corporation. A simple Google search asking, “if you sign as a corporation does it make you one”. See the search answer below from Google:**

No, signing a contract as a corporation, or using a corporate name, does not automatically make you one if you are not already a legally registered corporation.

Here's a more detailed explanation:

- **Corporations are Legal Entities:**

A corporation is a separate legal entity from its owners, meaning it has its own rights and obligations.

- **Formal Formation Required:**

To be a corporation, you must formally register and incorporate your business with the appropriate government agency, like the Secretary of State.

Kelly H illegally filed to make CBA a corporation (by not getting a member vote and putting Joe Chambers name on the form without his consent) making this corporation fraudulent. A complaint has been filed with the Texas Secretary of State about this fraudulent incorporation.

1:49:45 Kelley Harrell states “Kelle Rahm didn’t do anything, I did, I filed a one-page document with the Secretary of State of Texas called a certificate of formation” thus admitting in public that she has broken several Texas Business Code regulations. It is also patently untrue, since Kelle Rahm is listed as the registered agent on the form.

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

**Kelle Rahm**

C. The business address of the registered agent and the registered office address is:

Street Address:

**125 W Big Lake Rd Trinity TX 75862**

**Consent of Registered Agent**

☐ A. A copy of the consent of registered agent is attached.

**OR**

☒ B. The consent of the registered agent is maintained by the entity.

Unless she lied when she stated the authorization and consent was on-file with the association for the registered agent (Kelle Rahm)? This formation document that was signed by Kelle Harrell with Kelle Rahm as registered agent, with Joe Chambers listed without his consent as a Managing Director, can be viewed here: [Unauthorized Incorporation 05-28-2024.PDF](#)

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

**Kelly M. Harrell**

Signature of organizer.

Unfortunately, she didn’t read the fine print, the part about “materially false” or “fraudulent instrument”. By not getting the members to vote on this, not notifying the new board members of this formation, getting a new EIN number from the IRS, and not telling Joe Chambers she was putting him on the form, Kelle H broke both above statements. Thus, the complaint to the

Secretary of State will prove not only did she break the law, but this fraudulent corporation will be shut down.

She also proves she does not understand Nonprofit Unincorporated Associations vs Nonprofit Corporations. But here is a straightforward guide to everything you need to know about POA's courtesy of the Texas Law Library: <https://guides.sll.texas.gov/property-owners-associations>

1:52:50 Kelle H states that as an unincorporated HOA that if there is a lawsuit every single person in the community is liable. **Misinformation: This is materially false. Here is what the Texas Law Library states about liability whether incorporated or unincorporated "Liability:**

**As a legal entity, members of a nonprofit corporation and its Board of Directors are protected in these roles from personal liability for breaches of contract or tortious acts or omissions of the corporation. Board members may still be liable for individual acts, however. The Code provides similar protections for nonprofit associations: members are not liable for a breach of the association's contract or for a tortious act or omission merely because the person is a member"**

[Nonprofit+v.+Unincorporated+Nonprofit+Assn+--+Choosing+Right+Structure2.11.19.pdf](#)

1:53:15 Kay Sullivan speaks.

1:54:30 Jen Sullivan Speaks.