

RESOLUTION 1 OF 2

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
ARROWHEAD LAKE ASSOCIATION ("Association")
*a California Non-Profit Corporation***

Re: Approval of Process to Secure Board Action by Unanimous Written Consent via Counterpart Approval through Original Signatures, Facsimile and/or E-mail Approval

WHEREAS, the Association's Bylaws provide that the Board of Directors may take any action required or permitted to be taken by the Board of Directors without a meeting, if all members of the Board consent in writing to that action;

WHEREAS, California Corporations Code §7211(b) states that "*an action required or permitted to be taken by the board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.*";

WHEREAS, the Board of Directors has difficulty securing a quorum between regular board meetings during the year ("Interim Periods");

WHEREAS, during the Interim Periods, the Board of Directors may be in various locations, making it difficult not only to secure a quorum, but also original signatures to Board action through unanimous written consent; and

WHEREAS, in order to expedite action, the Board wishes to distribute Resolutions through unanimous written consent via facsimile, express mail and e-mail.

NOW, THEREFORE, BE IT RESOLVED that during Interim Periods of time, the Board of Directors may take action via the unanimous written consent by securing the consent of each and every Director via facsimile signature, original signature, and/or e-mail approval;

BE IT FURTHER RESOLVED, that e-mail approval will be acceptable and constitute written consent provided the Director who is indicating e-mail approval confirms receipt of the proposed Board action and forwards a reply back to the Association, confirming receipt of the proposed Board action and approval of same (which reply shall be attached to the Board action via unanimous written consent as that Governor's consent to the intended Board action);

BE IT FURTHER RESOLVED, that each counterpart, either an original signature, facsimile or e-mail approval shall be deemed an original instrument as against the Director who signed it, signed the facsimile and sent it back to the Association, or sent their reply e-mailed approval; and

BE IT FURTHER RESOLVED, that the Board of Directors may use this policy for unanimous written consent during any and all Interim Periods of time in order to secure Board action when same is appropriate and necessary, as determined from time to time in the unfettered discretion of the Board of Directors.

ARROWHEAD LAKE ASSOCIATION

Date: _____ **By:** _____
President

Date: _____ **By:** _____
Vice-President

Date: _____ **By:** _____
Secretary/Treasurer

Date: _____ **By:** _____
Director

Date: _____ **By:** _____
Director

Date: _____ **By:** _____
Director

Date: _____ **By:** _____
Director

CERTIFICATE OF SECRETARY	
<p>I certify that I am the duly qualified and acting secretary of ARROWHEAD LAKE ASSOCIATION, a California Non-Profit corporation. The foregoing is a true and correct copy of the Resolution duly adopted by the Board of Directors of the corporation at a meeting held on _____, 2010, and entered in the minutes of such meeting in the Minute Book of the corporation. The Resolution is in conformity with the Corporations Code, the Articles of Incorporation and the Bylaws of the corporation and has never been modified or appealed and is, as of now, in full force and effect.</p>	
DATED: _____	ARROWHEAD LAKE ASSOCIATION <i>A California Non-Profit Corporation</i>
	By: _____ Secretary