

RESOLUTION 2 OF 2

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

Re: Approval of Board Action by Unanimous Written Consent

WHEREAS, the Association's Bylaws provides 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 desires to take the action as indicated in Exhibit A attached hereto and made a part hereof by this reference;

WHEREAS, the Board wishes to exercise its power contained under the Association's Bylaws and *Corporations Code* §7211(b) to distribute this Resolution to all Board members for unanimous written consent as that term has been defined in prior Resolutions of the Board of Directors; and

WHEREAS, the Board of Directors chooses to distribute this Resolution in counterparts and by facsimile and/or e-mail in order to expedite the above-referenced process.

NOW, THEREFORE, BE IT RESOLVED that upon unanimous written consent by the Board of Directors (which consent can be secured either through original signature, facsimile signature and/or e-mail reply approval, as described in detail via past Board policy Resolution) the action described in Exhibit A shall become effective; and

RESOLVED AND ADOPTED by the unanimous written consent and approval of the Board of Directors of ARROWHEAD LAKE ASSOCIATION as indicated by the attached signatures (and/or attached e-mailed reply approval), the Board takes the action as indicated in Exhibit A attached hereto and made a part hereof by this reference.

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

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.

DATED: _____

ARROWHEAD LAKE ASSOCIATION
A California Non-Profit Corporation

By: _____
Secretary

[Attach the Exhibit A Board action, as well as any facsimile signatures and e-mailed reply approvals.]