RESOLUTION OF THE BOARD OF DIRECTORS OF FOX HILL FARM MASTER HOMEOWNER ASSOCIATION, INC. AMENDING QUORUM REQUIREMENTS FOR MEETINGS OF THE ASSOCIATION

At a duly noticed meeting of the Board of Directors of Fox Hill Farm Master Homeowner Association, Inc. (the "Association") held on February 9, 2011, at which all of the Directors of the Association were present, the Directors unanimously adopted the following resolution and took the following action:

WHEREAS, the Association from time to time has been unable to conduct annual meetings of its Members because of the absence of a quorum; and

WHEREAS, such inability has prevented the Association from electing Directors, transacting business, and has in the foregoing and other respects resulted in unreasonable burden and unwarranted expense to the Association; and

WHEREAS, a reduction in the requirements for a quorum for meetings of the Association's Members is necessary and appropriate to remedy or to reduce the likelihood of recurrence of the burden and expense the Association has experienced from the inability from time to time to conduct meetings of its Members.

NOW THEREFORE, pursuant to N.C. Gen. Stat. §§ 55A-7-22 and 55A-10-20 and Section 5.12(A) of the Bylaws of Fox Hill Farm Master Homeowner Association, Inc., BE IT HEREBY RESOLVED that, effective February 9, 2011, Section 3.8 of the Bylaws of Fox Hill Farm Master Homeowner Association, Inc. shall be, and the same hereby is, amended to read as follows:

SECTION 3.8 QUORUM: Except as may be otherwise provided in the Declaration or these Bylaws, the presence in person or by proxy at any meeting of the voting Members having one-third of the total votes of each class shall constitute a quorum. Unless otherwise expressly provided herein or in the Declaration, any action may be taken at any meeting of the Association at which a quorum is present upon the affirmative vote of a majority of the voting Members of each class present at such meeting. If there is no quorum at the opening of the meeting of the Association, such meeting may be adjourned from time to time by the vote of a majority of the voting Members present, either in person or by proxy, and at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the original meeting.

The voting Members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough voting Members to leave less than a quorum.

Adopted by the Board of Directors of Fox Hill Farm Master Homeowner Association, Inc. February 9, 2011