CONSENT TO ACTION WITHOUT MEETING
OF THE BOARD OF DIRECTORS OF
FOX HILL FARM MASTER HOMEOWNER ASSOCIATION, INC.

Pursuant to N.C. Gen. Stat. § 55A-8-21, we, the undersigned Directors of Fox Hill Farm Master Homeowner Association, Inc. (the "Association"), being all of the Directors of the Association, hereby adopt the following resolutions and take the following action by consent to action without meeting, by signing and giving this as our unanimous written consent thereto:

1) RESOLVED, that the Bylaws of Fox Hill Farm Master Homeowner Association, Inc. (the "Bylaws") do not specify the means by which voting Members may appoint proxies.

2) RESOLVED, that the Board has determined that the Bylaws should be amended so as to allow voting Members to utilize any and all means by which the North Carolina Nonprofit Corporation Act provides that members of a nonprofit corporation may appoint proxies.

3) RESOLVED, that, in accordance with the foregoing, the Bylaws shall be, and they hereby are AMENDED, as follows:

A. The following provisions are hereby added to and incorporated into the Bylaws:

"SECTION 3.9 Proxies: A voting Member may appoint one or more proxies to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-

fact. A photocopy, telegram, cablegram, facsimile transmission, or equivalent reproduction of a writing appointing one or more proxies, shall be deemed a valid appointment form. In addition, a voting Member may appoint one or more proxies:

(A) By an electronic mail message or other form of electronic, wire, or wireless communication that provides a written statement appearing to have been sent by the voting Member, or

(B) By any kind of electronic or telephonic transmission, even if not accompanied by written communication, under circumstances or together with information from which the Secretary of the Association can reasonably assume that the appointment was made or authorized by the voting Member."

B. Section 3.9 is hereby renumbered and redesignated as follows, "SECTION 3.10 Waiver of Notice:".

C. Section 3.10 is hereby renumbered and redesignated as follows, "SECTION 3.11 Informal Action by Members:".

D. Section 3.11 is hereby renumbered and redesignated as follows, "SECTION 3.12 Order of Business:".

E. Section 3.12 is hereby renumbered and redesignated as follows, "SECTION 3.12 Rules and Regulations:".

4) RESOLVED, that these resolutions and the action herein taken are effective as of October 1, 2007.

This the 2nd day of October, 2007.

Randolph D. Fox

Catherine C. McGhee

Robert M. Sprouse

Cleve H. Reese

Virginia C. Wagner