

5/24/06

Mr. William Neilan
Ms. Doreen Neilan
3665 Morning Crest Way
Cumming, Georgia 30041

Re: High Gables Homeowners Association, Inc. v. Larry C. Oldham, Civil
Action File No. 05-CV-2005, Superior Court of Forsyth County,
Georgia

Dear Mr. and Mrs. Neilan:

High Gables Homeowners Association, Inc. and Larry Oldham have agreed to resolve their differences on mutually agreeable terms, dismissing their claims against each other, with prejudice, and with each side paying their own expenses and attorney's fees. Oldham has agreed to pay the HOA a fine of \$212.50 and to install a mailbox that he orders from Peachtree Post & Box Company. The other agreements of the parties are as specified in a letter agreement entered into between the parties dated May 19, 2006, a copy of which is maintained in the records of the HOA.

Enclosed herewith is a self-explanatory Written Consent that is being sent to all members of the High Gables Homeowners Association, Inc. that requests your vote on certain actions being presented to the members to be taken by written consent. Please complete the Written Consent in the appropriate spaces provided and return it to us in the enclosed self-addressed, stamped envelope. Since the current bylaws of the HOA require the vote of at least 51% (or 73 total) of the members of the HOA for action by the members, we need the cooperation of all residents of High Gables and your vote must be post-marked by June 9, 2006 in order to be counted for purposes of the actions of the members specified in the Written Consent. The HOA Board will provide you with the results of the voting in another mailing to you the week of June 12, 2006.

Thank you for your help and we hope to hear from you within the specified time.

Sincerely,

Morris Zoblotsky

**WRITTEN CONSENT OF THE MEMBERS
OF HIGH GABLES HOMEOWNERS ASSOCIATION, INC.
IN LIEU OF A MEETING**

The undersigned, being the requisite number of members of High Gables Homeowners Association, Inc., a Georgia non-profit corporation (the "Association"), who are required to transact business on behalf of the Association, hereby take the following action by written consent without a meeting pursuant to the provisions of the Association's articles of incorporation and bylaws and the Georgia Nonprofit Business Corporations Code:

WHEREAS, the authority of the Association's Board of Directors has been challenged as a result of such Board having been elected at meeting of the members where less than the required quorum of members was present; and

WHEREAS, the Association disputes the challenge to the authority of the Association's Board of Directors but has agreed to present this question to the Association's members out of an abundance of caution; and

WHEREAS, the Association has requested that the Association's members vote on certain matters presented to them in this Consent without the necessity of having a meeting; and

WHEREAS, by signing in the space provided below and by further initialing "Yes" or "No" in response to the questions set forth herein regarding certain matters that the Association wishes to be voted upon by its members, such members are exercising their respective rights to be heard on the matters specified herein, with such votes being incorporated into this Written Consent by this reference; it is hereby

RESOLVED, that should the requisite number of Association's members vote in the affirmative as evidenced by their signatures hereto, the current Board of Directors and officers of the Association are authorized to continue to serve in the capacities in which they have been serving on behalf of the Association until the next annual meeting of the members until such time as their successors have been elected or appointed and have qualified or until their death, resignation, incapacity to serve or removal; and it is further

RESOLVED, that the current Board of Directors and officers of the Association are authorized and directed by the Association, acting in its name, on its behalf, and under its seal, to carry out and perform the duties and responsibilities specified in the articles of incorporation and bylaws of the Association; and it is further

RESOLVED, that should the requisite number of Association's members vote in the affirmative as evidenced by their signatures hereto for the other matters specified hereinbelow, the Board of Directors and officers of the Association are authorized to carry out the members' wishes regarding such other matters; and it is further

RESOLVED, that the execution and delivery of any writings or the taking of any other actions which pertain to the subject matter of the foregoing Resolutions by the Board of Directors and officers of the Association are hereby ratified and approved by the Association as its own act and deed; and it is finally

RESOLVED, that this Consent may be executed in one or more counterparts, each of which shall be an original and all of which together shall be one and the same document.

ATTACHED TO AND MADE PART OF A CERTAIN
WRITTEN CONSENT OF
HIGH GABLES HOMEOWNERS ASSOCIATION, INC.
IN LIEU OF A MEETING

ACTION OF MEMBERS ON CERTAIN MATTERS

Members: Mr. William Neilan
 Ms. Doreen Neilan

Address: 3665 Morning Crest Way
 Cumming, Georgia 30041

Members should initial and complete one of the following numbered Paragraphs which will evidence their wishes regarding action to be taken by the members of the High Gables Homeowners Association, Inc. (the "Association") with respect to certain matters being presented to the Association for action by written consent in lieu of a meeting:

1. Members have been presented with the within and foregoing Written Consent and have elected not to cast a vote on either of the matters set forth in the next section.

Initials: _____

; or

2. By initialing in the spaces provided below, Members evidence their vote with respect to the matters specified herein:

Yes No

____ ____ Members ratify and approve the continued service of the current Board of Directors and officers of the Association without any changes.

____ ____ Members vote to change the bylaws of the Association to provide for a quorum requirement for a meeting of the members of the Association to be 10% of the members, and for the number of members necessary to call a special meeting of the Association to be 10% of the members

By signing in the space provided below, Members evidence their wishes with respect to the action to be taken by the members on the matters presented to the Association in this Written Consent and represent and warrant that they own all of the voting interests for the Lot in High Gables Subdivision in Forsyth County, Georgia located at the address specified above. For purposes hereof, all references herein to Members shall include both the singular and the plural.

MEMBERS:

_____(SEAL) Date: _____
Name: _____

_____(SEAL) Date: _____
Name: _____