

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

The undersigned members of High Gables Homeowners Association, Inc., a Georgia non-profit corporation (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 Association's Board of Directors has noticed a special meeting of the Association for July 25, 2006 (the "Special Meeting") at which the only issues to be discussed are: (i) the status of, and circumstances surrounding, certain litigation between the Association and Larry C. Oldham styled High Gables Homeowners Association, Inc. v. Larry C. Oldham, Civil Action File No. 05-CV-2005, Superior Court of Forsyth County, Georgia (the "Action") that was settled effective as of May 19, 2006 on mutually agreeable terms; and (ii) whether there should be a special assessment against the Association's members in the amount of \$100.00 each to replenish the Association's reserves that were depleted by unreimbursed attorney's fees and expenses not covered by insurance; and

WHEREAS, Article Two, Sections Three and Five of the Association's current bylaws provide that no business may be conducted at the Special Meeting other than as set forth in the notice, and Article Two, Section Five of such bylaws provides that unless a majority of the members of this Association entitled to vote are present and specifically agree thereto in writing, no matter that was not stated in the notice of a special meeting of the members shall be brought up for action at the Special Meeting; and

WHEREAS, by signing in the space provided below, the members so signing wish to indicate their desire that the Association take up, at the Special Meeting, any matters relating to the affairs of the Association, whether or not stated in the notice of the Special Meeting, including, without limitation, (i) whether or not to remove one or more members of the Association's current Board of Directors, (ii) whether or not to pursue an action against the individual members of the current Board of Directors for alleged breach of their fiduciary duties in their handling of the Action and unnecessary depletion of the Association's reserves; and (iii) an open discussion of any other business that any of the members desire to address at the meeting; it is hereby

RESOLVED, that should a majority of the Association's members vote in the affirmative as evidenced by their signatures hereto, the Association shall

take up, at the Special Meeting, any matters relating to the affairs of the Association, whether or not stated in the notice of the Special Meeting, including, without limitation, (i) whether or not to remove one or more members of the Association's current Board of Directors, (ii) whether or not to pursue an action against the individual members of the current Board of Directors for alleged breach of their fiduciary duties in their handling of the Action and unnecessary depletion of the Association's reserves; and (iii) an open discussion of any other business that any of the members desire to address at the meeting; and it is further

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.

So resolved effective as of the date set forth below beside the respective signatures of the members.