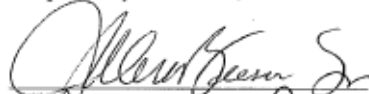


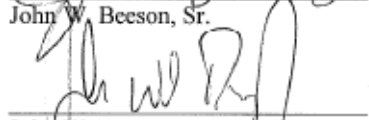
GLENLAKE UPSTATE HOMEOWNERS ASSOCIATION, INC.
BOARD OF DIRECTORS UNANIMOUS WRITTEN CONSENT
TO ACTION WITHOUT A MEETING

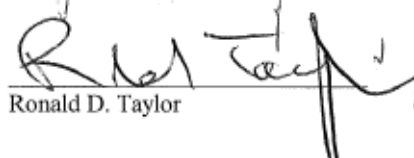
Pursuant to the provisions of Section 33-8-210 of the South Carolina Code, the undersigned, being all of the Directors of Glenlake Upstate Homeowners Association, Inc. (the "Association") hereby consent to the following corporate actions.

BE IT RESOLVED that, based upon the unanimous vote of the Class B Membership of the Association, which Class B Membership consists of greater than eighty percent (80%) of the total voting power of the Association, that the Bylaws of the Association be, and hereby are, amended as set forth in the First Amendment of Bylaws of Glenlake Upstate Homeowners Association, Inc., attached hereto as **Exhibit A**.

Respectfully submitted,



John W. Beeson, Sr.

John W. Beeson, Jr.

Ronald D. Taylor

EXHIBIT A

FIRST AMENDMENT TO BYLAWS OF
GLENLAKE UPSTATE HOMEOWNERS ASSOCIATION, INC.

THIS FIRST AMENDMENT TO BYLAWS OF GLENLAKE UPSTATE HOMEOWNERS ASSOCIATION, INC. is made as of this 7th day of March, 2006.

1. ARTICLE III - BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS:

Paragraph 3.3 (Number of Directors) is revised by changing the second sentence to read as follows:

After the Declarant's right to appoint directors and officers terminates, the Board shall expand the number of directors to five or seven members, which shall be filled by a vote of the members in accordance with Section 3.5(b).

Paragraph 3.5 (Election and Term of Office):

a. Subparagraph (a) is changed so that five (5) directors shall be elected rather than three.

b. The first sentence of the second paragraph of Subparagraph (b) is hereby deleted and replaced with the following sentence. Changes are noted in italics:

At the special meeting in which the Owners initially elect directors, *three* directors shall be elected to two-year terms and *two directors* shall be elected to one-year terms.

c. The following provision is hereby added:

(c) At all times after the expiration of Declarant's right to appoint directors and officers, at least one member of the Board of Directors shall be an Owner-occupant of a Lot on which a townhome is constructed. Any such director(s) shall also sit on the Townhome Committee, as described elsewhere in the Bylaws and the Declaration.

2. ARTICLE V - COMMITTEES:

The Article is hereby amended by making the existing language Paragraph 5.1 and by adding Paragraph 5.2 as noted below:

5.1 General Committees. Committees to perform such tasks and to serve for such periods as may be designated by the Board are hereby authorized. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board designating the committee or with rules adopted by the Board.

5.2 Townhome Committee. Immediately prior to the termination of the Declarant's right to appoint directors and officers, there shall be created by the Board a "Townhome Committee." The Townhome Committee shall have five (5) members, all of whom shall be Owners and occupiers of townhome Lots. Three (3) of the initial Committee Members shall serve two (2) year terms and two (2) of the initial Committee Members shall serve one (1) year terms. Thereafter, the Members of the Townhome Committee shall be nominated and elected exclusively by those Members of the Association who are Owners of townhome Lots and those Members so elected shall serve one (1) year terms. Upon proper vote, Members of the Townhome Committee may be re-elected for additional terms. The Board of Directors shall delegate to the Townhome Committee the following rights and duties:

1. With respect to those matters which pertain exclusively to the management and maintenance of the townhomes in the Community, any and all rights of the Board provided by the Bylaws, the Declaration or by law, including, but not limited to,

- a. The preparation and adoption of an annual budget in which there shall be established the contribution of each townhome Lot Owner to the exterior maintenance of the townhome Residences and their respective grounds ("Townhome Assessments"), including the establishment of reserves;

- b. The imposition of Townhome Assessments, including special assessments;

- c. Providing for care, upkeep and exterior maintenance of the townhome Residences, including the maintenance and upkeep of their respective grounds;

- d. Designating, hiring and dismissing the personnel necessary for the above-described maintenance functions, and contracting with any necessary persons for the performance of such duties;

- e. Complete authority to approve or disapprove the expenditure of any Townhome Assessments or reserves.

f. The right and duty to obtain the hazard insurance policy(ies) contemplated by Article IX, Paragraph 9.1(b) of the Declaration.

g. Such other rights, powers and duties of the Board, that the Board may delegate to the Townhome Committee by majority resolution.

Provided, however, that nothing in this Article shall be construed as allowing the Townhome Committee to eliminate the responsibility to properly provide for the exterior maintenance and upkeep of the townhome Residences and their respective grounds, and the maintenance of insurance on the townhome structures, as described on the Declaration.

2. The funds collected from Townhome Assessments and any special Townhome Assessments shall be deposited in a separate account held by the Association (the "Townhome Account") and shall be separately accounted for. The Townhome Committee, or its duly authorized designee, shall have exclusive signature authority of the Townhome Account.

Except as amended or supplemented hereby or previously amended or supplemented, the aforementioned terms and conditions of the Bylaws of Glenlake Upstate Homeowners Association, Inc., shall remain unchanged and in full force and effect.