

**RESOLUTION OF THE BOARD OF DIRECTORS TO AMEND THE BYLAWS
OF THE HIGHLAND PARK NEIGHBORHOOD ASSOCIATION, INC. (HPA)**

WHEREAS Section 10 of the Bylaws authorizes the Board of Directors to amend the Bylaws, subject to ratification by the members at the next general membership meeting; and

WHEREAS, by vote of the Board of Directors of the HPA on March 19, 2009, the Directors voted to adopt the following amendment to the Bylaws;

NOW, BE IT RESOLVED

1. That Section 7.c. of the Bylaws is hereby amended to read as follows:

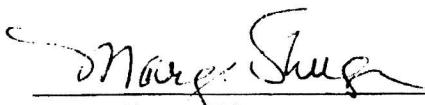
Term. The normal term for a director shall be three (3) years, with elections held for member-elected directors when their terms expire. Terms shall coincide with election at the annual meeting, not necessarily the calendar year.

2. That Section 7.d. of the Bylaws is hereby amended to read as follows:

Removal. Any Director appointed by Developer may be removed by Developer. Any Director elected by vote of the membership may be removed, with or without cause, by majority vote of the Association members entitled to vote, or by a unanimous vote of the other Directors. In the event of the death, resignation or removal of a Director, a successor shall be selected by the remaining members of the Board of Directors to serve until the next general membership meeting. At the next general membership meeting the members shall either ratify by vote the selected Director, or elect another Director to serve the remainder of the former Director's term. Any resignation shall be effective when received by then Board, unless otherwise agreed between the Board and the resigning Director, and acceptance of the resignation shall not be necessary to make it effective.

The foregoing amendment shall be effective immediately, and shall be presented to the members for ratification at the next general membership meeting.

DATED this 19th day of January, 2009



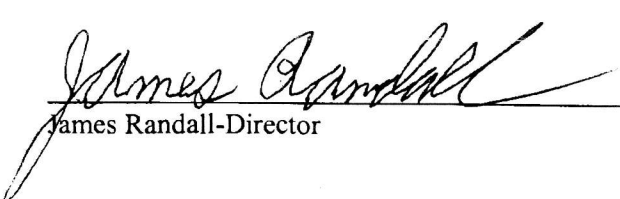
Marge Shuger-Director



Douglas H. Barber-Director




Cameron Garner-Director



James Randall-Director



Richard Bedwell-Director

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Recorder's Note: Received Torn

RECORDER'S NOTE: COPY

Ratified by unanimous vote at the annual membership meeting on October 2, 2009.