

APPLE GLEN TOWNHOMES ASSOCIATION, INC.
TOWNHOME OWNERS' RESOLUTION NO. 1
SERIES OF 1999

A RESOLUTION OF THE TOWNHOME OWNERS OF APPLE GLEN TOWNHOMES ASSOCIATION, INC., ADOPTING AN AMENDMENT TO THE CORPORATE BYLAWS CONCERNING THE NUMBER OF DIRECTORS TO SERVE ON THE EXECUTIVE BOARD

WHEREAS, pursuant to Article 7 of the Corporation's Articles of Incorporation, "The initial Board of Directors shall consist of 2 persons, and this number may be changed by a duly adopted amendment to the Bylaws"; and

WHEREAS, Section 10.1 of the Bylaws states that "The Bylaws may be amended only by a vote of two-thirds of the Unit Owners, following notice and comment to all Unit Owners, at a meeting duly called for such purpose"; and

WHEREAS, notice of the March 27, 1999 Special Meeting of the Unit Owners was given in accordance with Section 4.5 of the Bylaws, as amended, and Section V(F) of the Covenants, which notice specifically stated that the election of a third Board member would be considered at the Special Meeting; and

WHEREAS, a quorum of two thirds or more of the Owners of the 24 total Units to be built in the Apple Glen Townhomes development was present at the Special Meeting, as required by Section 2.4 of the Bylaws; and

WHEREAS, George H. Langworthy, Sr., the owner of the 16 new Units which will be created in accordance with the Plat, made a motion at the Special Meeting to amend the first sentence of Section 3.1(a) of the Bylaws to increase the number of Directors on the Executive Board to 3; and

WHEREAS, ample time was provided at the Special Meeting for the Unit Owners to comment on the proposed amendment to the Bylaws.

NOW, THEREFORE, be it resolved by the Unit Owners of Apple Glen Townhomes Association, Inc.:

1. The first sentence of Section 3.1(a) of the Bylaws shall be Amended to state as follows:

(a) The affairs of the Common Interest Community and the Association shall be governed by an Executive Board ("Executive Board") which shall consist of three persons ("Directors"), all of

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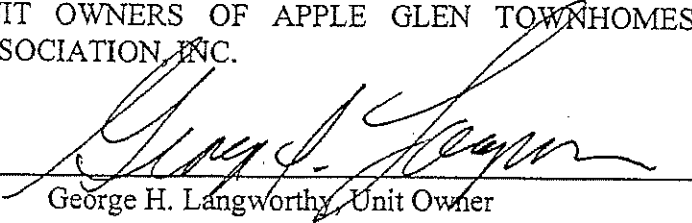
whom shall be Unit Owners, except any Directors appointed by the
Declarant pursuant to the Declaration.

The remainder of Section 3.1(a) shall remain unchanged.

This Resolution was approved by a vote of 23 to 0 by the Unit Owners of Apple Glen
Townhomes Association, Inc. this 27th day of March, 1999.


UNIT OWNERS OF APPLE GLEN TOWNHOMES
ASSOCIATION, INC.

By:


George H. Langworthy, Unit Owner

BRAY & CO. REALTORS

By:


Judy Arnold, Property Manager