

**RESOLUTION OF THE BOARD OF DIRECTORS OF
PACES CLUB HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, Article IV, Section 4.3 of the Bylaws of Paces Club Homeowners Association, Inc. ("Association") provides that "any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors"; and

WHEREAS, no quorum was present at the Association's annual meeting held on November 13, 2008, which meeting was duly called and noticed; and

WHEREAS, Naudja Threadgill no longer resides in Paces Club and as she is no longer a member of the Association, resigned her position on the Board on or about September 26, 2008; and

WHEREAS, Chris Conrad resigned his position on the Board effective December 7, 2008; and

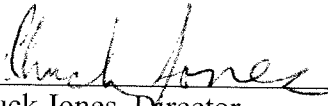
WHEREAS, due to a vacancy of these two (2) positions, the remaining members of the Board of Directors unanimously voted to appoint the following two (2) members of the Association: Kelly Simcox and Cesar Zapata; and

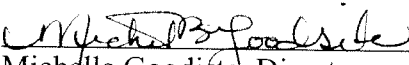
WHEREAS, the two (2) members of the Association appointed to the Board by this resolution shall act in good faith, in the best interests of the Association and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

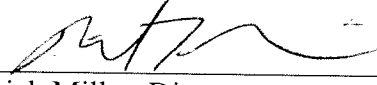
NOW, THEREFORE, in accordance with Article IV, Section 4.3 of the Bylaws, the Board of Directors hereby appoints Kelly Simcox and Cesar Zapata to fill the two (2) existing vacancies and to serve on the Board of Directors for the term set forth in the Bylaws.

RESOLVED AND ADOPTED by the Board of Directors of Paces Club Homeowners Association, Inc. and entered in the Association records this 7 day of DECEMBER, 2008.

PACES CLUB HOMEOWNERS ASSOCIATION, INC.

By: 
Chuck Jones, Director

By: 
Michelle Goodiste, Director

By: 
Rich Miller, Director