

CORPORATE RESOLUTIONS

BENTWOOD ESTATES HOMEOWNERS ASSOCIATION, INC. UNANIMOUS CONSENT OF DIRECTORS

The undersigned, being all of the members of the Board of Directors of the Bentwood Estates Homeowners Association, Inc., a West Virginia non-profit corporation, (hereinafter "the Corporation"), pursuant to the provisions of West Virginia Code § 31E-8-821, do hereby adopt the following resolutions by unanimous consent and agreement, and direct that this unanimous consent be filed with the corporate records:

RESOLVED, That the Bylaws of the Corporation shall be and are hereby amended as follows:

1) Article II, Section 1., subsection b. shall be deleted and substituted in place thereof shall be the following:

"Class B. Class B membership shall be limited to the Developer. The Class B member shall be entitled to three votes for each Lot in which they hold the interest required for membership by Article III, Section 1. of the Declaration, provided that the Class B membership shall cease and become converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

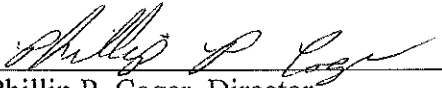
When the Class B membership is converted into Class A membership, the Developer shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article III, Section 1. Once the reclassification of Class B membership to Class A membership has taken place, the Class B membership shall be permanently dissolved."

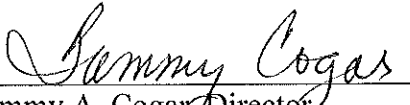
2) Article V. Section 2., shall be deleted and substituted in place thereof shall be the following:

"Annual Association Dues. The amount of the annual Association dues shall be the amount stated in the Declaration, unless the amount is changed by a vote of the members as hereinafter provided for the next succeeding three years, and at the end of each such period of three years, for each succeeding period of three years. Any such change in the amount of Association dues shall have the assent of a majority of the votes of each class of members who are voting in person or by proxy at a meeting duly called for

this purpose, written notice of which shall be sent to all members at least fifteen (15) days in advance, and shall set for the purpose of the meeting.”

Dated and effective as of the _____ day of _____, 2010.


Phillip P. Cogar, Director


Tammy A. Cogar, Director