

**HARRISON WEST PROPERTY OWNERS ASSOCIATION, INC.'S  
RESOLUTION REGARDING BY-LAWS AMENDMENT  
TO REDUCE NUMBER OF STATED BOARD OF DIRECTORS**

Pursuant to a Special Meeting noticed in advance, A consensus of the Harrison West Property Owners Association, Inc.'s (HWPOA) Board of Directors met to discuss the following:

1. In Article IV of HWPOA's By-Laws, which were prepared and signed long before any current Board Member had any involvement with HWPOA, Sections 4.2 and 4.3 provide that when the "second Board of Directors" are elected, that Board shall consist of five Directors.
2. Due to the nature of the HWPOA members, and essential difficulty with attracting quality Board Members, it is extremely burdensome and unnecessary to attract five Directors.
3. The Board firmly believes – and the By-Laws authorize – that it is prudent and appropriate to amend the By-Laws to provide that the HWPOA can be adequately led by three Directors.
4. Reducing the number of Directors to three does not hinder in any way the Board's ability to adequately lead the HWPOA, and that number meets the Indiana legal requirement for non-profit corporations.

THEREFORE, the Board RESOLVES as follows:


- A. That the HWPOA's By-Laws are amended to reflect that original Section 4.3 is deleted in its entirety, and replaced with the following:

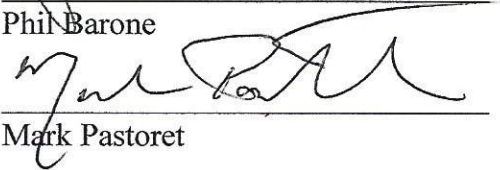
Section 4.3 Number of Directors after the Initial Board. After the initial Board of Directors cease to hold office, there will be a minimum of three Directors, all of which must be Corporation members.

- B. This Amendment is effective March 2, 2011.

HARRISON WEST PROPERTY OWNERS ASSOCIATION BOARD OF DIRECTORS

  
\_\_\_\_\_  
Dave Hamill

  
\_\_\_\_\_  
Phil Barone

  
\_\_\_\_\_  
Mark Pastoret