

**UNANIMOUS CONSENT RESOLUTION OF DIRECTORS OF SOUTHBRIDGE
HOMEOWNERS ASSOCIATION, INC.**

The undersigned, being all of the members of the Board of Directors of the Southbridge Homeowners Association, Inc. on the date hereof, do hereby unanimously adopt the resolution amending the By-laws of the Southbridge Homeowners Association, Inc. (“Association”):

RESOLVED by the Board of Directors of the Association that the Bylaws of the Association shall be amended in the following respects, effective immediately:

1. The first sentence of section 3.4 of the Bylaws shall be amended to read as follows: “The presence at the meeting of at least twenty (20) Members entitled to cast, or proxies entitled to cast, votes shall constitute a quorum for any action of the membership and the vote of a majority of the Members present at such meeting shall constitute the act of the membership, except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws.”

2. The following additional sentence shall be added at the end of section 3.5 of the Bylaws: “In no event shall any one person, other than the Secretary of the Association (or his or her designee), vote more than five (5) votes of Members by proxy at any one meeting of the Members.”

3. Section 4.1 of the Bylaws of the Association shall be amended to read as follows: “The affairs of the Association shall be managed by a Board of five (5) members, who need not be Members of the Association.”

Dated this 22nd day of May, 2013.

Donald C. Tierney, Director

Joanne K. Tierney, Director

Kyla Jenson, Director