

**RESOLUTION OF THE VILLAGES AT TOWER OAKES HOMEOWNERS
ASSOCIATION, INC.**

**BOARD OF DIRECTORS
(Increase the Number of Directors and Establish Staggered Terms)**

WHEREAS, The Villages at Tower Oaks Homeowners Association, Inc. (hereinafter referred to as the “Villages”) is governed by the Declaration of Covenants, Conditions, Easements and Restrictions (hereinafter referred to as the “Declaration”), which is recorded in the Land Records of Montgomery County, Maryland in liber 13933, folio 512, *et seq.*, Articles of Incorporation and Bylaws; and

WHEREAS, Article 4, Section 4.1 of the Bylaws provides that the Villages Board of Directors shall consist of an uneven number of not less than three (3) nor more than nine (9) Directors who shall be elected by the Village’s Owners in accordance with the Bylaws and the Declaration. The number of Directors shall be determined by a vote of the Owners at any annual or special meeting of the Owners and the number of Directors may be changed by a vote of the Owners at any subsequent annual or special meeting of the Owners; and

WHEREAS, the Owners wish to increase the number of Directors to seven (7) Directors for the Villages; and

WHEREAS, Article 4, Section 4.3 of the Bylaws provides that the Owners may resolve at any annual or special meeting to establish staggered terms for the Villages Directors from one (1) to three (3) years; and

WHEREAS, the Owners wish to establish staggered terms for the Villages Directors from one (1) to three (3) years commencing with the election of the three (3) available Directors positions at this annual meeting. The candidate receiving the highest number of votes shall be elected for a term of three (3) years; the candidate receiving the next highest number of votes shall be elected for a term of two (2) years; and the candidate receiving the third highest number of votes shall be elected for a term of one (1) year.

NOW, THEREFORE, BE IT RESOLVED THAT in furtherance of the above, at an annual meeting held on _____, 2005, the Owners of The Villages at Tower Oaks Homeowners Association, Inc. hereby adopts the following regarding the number of Directors elected to the Board of Directors and the use of staggered terms for such elected Directors:

1. Any capitalized terms used herein shall have the meaning set forth in the Declaration and Bylaws.
2. The Board of Directors for The Villages at Towers Oaks Homeowners Association, Inc. shall consist of seven (7) Directors.

3. Commencing with the election of Directors at the annual meeting held on _____, 2005, the term of office for Directors shall be staggered from one (1) year to three (3) years as follows: (a) The candidate receiving the highest number of votes shall serve for a term of three (3) years; (b) The candidate receiving the next highest number of votes shall serve a term of two (2) years; (c) The candidate receiving the third highest number of votes shall serve a term of one (1) year. Provided that there are more than three (3) Directors positions available at a particular annual meeting, the next highest candidate(s) shall serve a term of one (1) year.

[RESOLUTIONS ACTION RECORD FOLLOWS]

THE VILLAGES AT TOWER OAKS HOMEOWNERS ASSOCIATION, INC.

RESOLUTIONS ACTION RECORD

Pertaining to: Board of Directors (Increase the Number of Directors and Establish Staggered Terms)

Duly adopted at an annual meeting of the Owners of The Villages at Tower Oaks Homeowners Association, Inc., held _____, 2005

Motion by: _____ Seconded by: _____

OWNERS IN FAVOR NO. _____

OWNERS AGAINST NO. _____

ATTEST:

_____, (Asst) Secretary

DATE: _____

FILE:

Book of Minutes

Book of Resolutions

Resolution Effective, _____, 2005