

ACTION PURSUANT TO WRITTEN CONSENT
OF THE
INCORPORATORS AND DIRECTORS

OF
THE 2010 CLOISTER OWNERS' ASSOCIATION, INC.
IN LIEU OF AN ORGANIZATIONAL MEETING

Pursuant to TCA Section 48-52-105 (b) the following actions were taken as of December 27, 2010 by written consent of the Incorporator and Board of Directors of The 2010 Cloister Owners' Association, Inc. (the "Corporation") in lieu of an organizational meeting.

WHEREAS, the sole Incorporator of the Corporation does hereby execute this Consent in lieu of the organizational meeting of the Corporation; and

WHEREAS, the Incorporator approves and adopts the Bylaws of the Corporation, attached hereto as Exhibit "A"; and

WHEREAS, the Incorporator feels it is in the best interest of the Corporation to elect members of its Board of Directors for 2011; accordingly, it is hereby:

RESOLVED, that the following directors be, and hereby are, elected to serve the corporation for the ensuing year until their successors are duly elected and qualified to serve at the pleasure of the Members:

Dan Sprouse
Vince Phillips
Mike Dray

WHEREAS, the sole directors of the Corporation do hereby execute this Consent in lieu of the first meeting of directors of the Corporation; and

WHEREAS, the directors feel it is in the best interest of the Corporation to elect officers for 2010, accordingly, it is hereby:

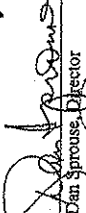
RESOLVED, that the following officers be, and hereby are, elected to serve the corporation for the ensuing year until their successors are duly elected and qualified, each to serve at the pleasure of the Board of Directors:


Dan Sprouse	President
Vince Phillips	Vice-President
Mike Dray	Treasurer
David Glascoe	Secretary

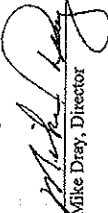
IN WITNESS WHEREOF, the undersigned, being the Incorporator and all of the Directors of the Corporation, by signing this Consent, waive all notice of the date, time, place and purpose of the Organizational Meeting of the Corporation and agree to the transaction of the business hereinabove set forth by written consent of the Incorporator and Directors in lieu of such meetings. This Consent shall be included in the minute book of the Corporation.

APPROVED AND CONSENTED TO BY:


L. Gibo Marchetti, Jr., Incorporator


Dan Sprouse, Director



Vince Phillips, Director


Mike Dray, Director

CERTIFICATION

The aforesaid Action Pursuant to Written Consent of the Incorporator and Directors of The 2010 Cloister Owners' Association, Inc. in Lieu of an Organizational Meeting has been signed by all the incorporators and directors of the Corporation and inserted into the corporate minute book.

Dated: 12/27/2010


David Glasco, Secretary