

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
THE GAINNEY RANCH COMMUNITY ASSOCIATION**

Pursuant to Arizona Revised Statutes, Section 10-3821, the undersigned, constituting all the directors of The Gainey Ranch Community Association, an Arizona non-profit corporation, hereby unanimously consent to the adoption of the following resolution without the formality of convening a meeting of the Board of Directors, for and as the action of this Association:

WHEREAS, Alan Lezak has tendered his written resignation as a member of this Board, effective March 16, 2006; and

WHEREAS, the Board has decided to accept Mr. Lezak's resignation and to fill the vacancy created thereby.

IT IS, THEREFORE, RESOLVED THAT Daniel Pollack is hereby appointed to fill the vacancy and to serve the remainder of the term created by the resignation of Mr. Lezak as a member of this Board.

IT IS FURTHER RESOLVED THAT this Resolution may be executed in one or more original counterparts all of which shall be deemed to be integral parts of the original document.

Dated and effective as of this 16th day of March, 2006.

Preston Miller

Fran Goldberg

Shannon Vaughan

Eugene Kaulius