

**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF COPENHAVER &
CARTER DEVELOPERS, INC. TO ACTION WITHOUT A MEETING
AMENDING THE CODE OF BY-LAWS OF
FOXMOOR HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, being all of the Directors of the Board of Directors of Copenhaver & Carter Developers, Inc., hereby consent to the following action being taken without a meeting of the Board of Directors:

RESOLVED, that Copenhaver & Carter Developers, Inc., the Declarant under that certain Declaration of Covenants, Conditions and Restrictions of Foxmoor, a residential subdivision in Johnson County, Indiana, which Declaration is recorded in the office of the Recorder of Johnson County, Indiana (the "Declaration"), pursuant to its authority to amend the Code of By-Laws ("By-Laws") of Foxmoor Homeowners' Association, Inc., an Indiana nonprofit corporation (the "Association"), and pursuant to its powers under said By-Laws and Declaration hereby amends Section 3.07 of the By-Laws to read as follows:

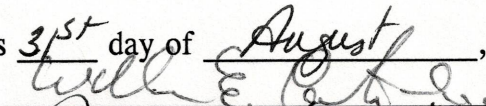
"Section 3.07. Limitations on Board Action. The authority of the Board of Directors to enter into contracts from and after the date the Association was organized shall be limited to contracts involving a total expenditure of less than Fifteen Thousand Dollars (\$15,000.00), unless the prior approval of a majority of Owners present or represented at any meeting is obtained, except in the following cases:

1. Supervision and management of the replacement or restoration of any portion of the Common Properties damaged or destroyed by fire or other casualty, where the cost thereof is payable out of insurance proceeds actually received; and,
2. Proposed contracts and proposed expenditures expressly set forth in the proposed annual budget as approved by the Owners at the annual meeting.

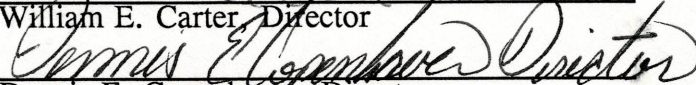
Notwithstanding anything contained in these By-Laws to the contrary, so long as Declarant owns any Lot, no contract of the Association entered into or approved by the Board of Directors, may be amended, terminated (except in accordance with its terms), or revoked, nor may this Section of the By-Laws be amended, without Declarant's consent."

RESOLVED FURTHER, that this resolution shall be filed in the records of this corporation and a duplicate original shall be filed in the records of the Association.

The foregoing resolution is adopted this 31st day of August, 1995.



William E. Carter, Director



Dennis E. Copenhaver, Director