

HERITAGE

PROPERTY MANAGEMENT SERVICES INC

June 9, 2006

Mr. Larry Oldham
4250 High Gables East
Cumming, GA 30041

Dear Mr. Oldham,

This letter is to certify that 77 proxies were returned to Heritage Property Management. Of those proxies, the following holds true:

77	Returned
1	Invalid vote
2	Elected to vote #1, rather than #2
62	Voted Yes on #2, line 1
8	Voted No on #2, line 1
55	Voted Yes on #2, line 2
15	Voted No on #2, line 2

The quorum requirement of 73 proxies was met with the return of 77. Both measures passed with a solid majority of the votes.

If you have any further questions, please do not hesitate to contact me.

Sincerely,


Morris Zoblotsky
Heritage Property Management

Cc: Jay Pontrelli
Peter York
Robert Clark
Linda Ebert

enclosures

High Gables Homeowner's Association

Tally of Proxy Vote: Due June 9, 2006 Compiled by Heritage Property Mgt., Inc.

Total					
Votes					
77	3	62	8	55	15

Mr. Conrad

Jan 18 1891

JANYTH KEPIC
Notary Public, DeKalb County, Georgia
My Commission Expires March 27, 2007

High Gables Homeowner's Association

Tally of Proxy Vote: Due June 9, 2006 Compiled by Heritage Property Mgt, Inc.

Homeowner Name	Homeowner Address	Proxy
Andry	4115 HG East	1
Armour	4315 HG E	1
Barnes	3715 Tree Sh	1
Barton	4015 Night Sky	1
Biellicki	4045 HG East	1
Blevins	4030 HG East	1
Bownds	3730 Tree Shad	1
Brown	4175 HG East	1
Browning	3750 Tree Sh	1
Bryant	4315 Moon Shad	1
Cannon	3752 HG West	1
Chambers	4150 HG East	1
Childers	3744 HG West	1
Clark	3850 Pinewood	1
Cohen	3820 Pinewood	1
Coussan	3730 Morning Cr	1
Creach	3720 Morn Cr	1
Curtis	3720 HG East	1
Custer	4205 Night Sky	1
Daughters	4325 Moon Shad	1
Dominy	3690 Morn Crest	1
Ebert	3875 Pinewood	1
Elliott	3830 Pinewood	1
Elwood	3675 Morn Cr	1
Feldpausch	4345 Moon Shad	1
Folsom	3880 Pinewood	1
Franklin	4130 HG East	1
Frey	3685 Morn Crest	1
Gentile	3708 HG West	1
Haley	4330 Moon Sh	1

High Gables Homeowner's Association

Tally of Proxy Vote: Due June 9, 2006 Compiled by Heritage Property Mgt, Inc.

Hall	3815 HG East	1
Hamby	4160 HG East	1
Highland	4040 HG East	1
Hildreth	3855 Pinewood	1
Holcomb	3719 HG West	1
Hughes	4120 Old Bark	1
Hunt	4320 Moon Shad	1
Hurley	3895 Pinewood	1
Ives	4035 HG East	1
Johnson	4145 HG East	1
Johnson	4340 Moon Shad	1
Joiner	4135 HG East	1
Karel	4240 Nlgh Sky Ln	1
Kennedy	4090 Night Sky	1
Lawson	3725 HG East	1
Ledonne	3885 Pinewood	1
Lovick	3745 Tree Sh	1
Lundy	4325 HG East	1
Mahoney	4140 HG East	1
Mallard	3736 HG West	1
Malley	3710 Morn Crest	1
Marchat	3865 Pinewood	1
McCumber	3815 Pinewood	1
McDougald	4320 HG East	1
Nahlik	3690 Tree Shade	1
Nellan	3665 Morn Cr	1
Oldham	4250 HG East	1
Pagel	3720 HG West	1
Pearce	4230 HG East	1
Perry	4155 HG East	1
Pipping	4120 HG East	1
Pruitt	Pinewood Ct.	1
Ridgell	4240 HG East	1
Riseman	3930 Sunlight	1
Roloff	3710 Tree Sh	1
Russell	3716 HG West	1

High Gables Homeowner's Association
Tally of Proxy Vote: Due June 9, 2006 Compiled by Heritage Property Mgt, Inc.

Salindon	3747 HG West	1
Shellhaas	4260 Night Sky	1
Springer	4010 Night Sky	1
Stewart	4260 HG East	1
Strickland	3715 HG East	1
Taylor	3765 Morn Crest	1
Taylor	4125 HG East	1
Vanderhoff	4335 Moon Shad	1
Wall	4235 HG East	1
Wyatt	3860 Pinewood	1
Yeater	3712 HG West	1
		77

SCHEDULE 1

WRITTEN CONSENT OF THE MEMBERS OF HIGH GABLES HOMEOWNERS ASSOCIATION, INC. IN LIEU OF A MEETING

The undersigned, being the requisite number of members of High Gables Homeowners Association, Inc., a Georgia non-profit corporation (the "Association"), who are required to transact business on behalf of the Association, hereby take the following action by ~~unanimous~~ written consent without a meeting pursuant to the provisions of the Association's articles of incorporation and bylaws and the Georgia Nonprofit Business Corporations Code:

WHEREAS, the authority of the Association's Board of Directors has been challenged as a result of such Board having been elected at meeting of the members where less than the required quorum of members was present; and

WHEREAS, the Association disputes the challenge to the authority of the Association's Board of Directors but has agreed to present this question to the Association's members out of an abundance of caution; and

WHEREAS, the Association has requested that the Association's members vote on certain matters presented to them in this Consent without the necessity of having a meeting; and

WHEREAS, by signing in the space provided below and by further initialing "Yes" or "No" in response to the questions set forth herein regarding certain matters that the Association wishes to be voted upon by its members, such members are exercising their respective rights to be heard on the matters specified herein, with such votes being incorporated into this ~~Unanimous~~ Written Consent by this reference; it is hereby

RESOLVED, that should the requisite number of Association's members vote in the affirmative as evidenced by their signatures hereto, the current Board of Directors and officers of the Association are authorized to continue to serve in the capacities in which they have been serving on behalf of the Association until the next annual meeting of the members until such time as their successors have been elected or appointed and have qualified or until their death, resignation, incapacity to serve or removal; and it is further

RESOLVED, that the current Board of Directors and officers of the Association are authorized and directed by the Association, acting in its name, on its behalf, and under its seal, to carry out and perform the duties and responsibilities

specified in the articles of incorporation and bylaws of the Association; and it is further

RESOLVED, that should the requisite number of Association's members vote in the affirmative as evidenced by their signatures hereto for the other matters specified hereinbelow, the Board of Directors and officers of the Association are authorized to carry out the members' wishes regarding such other matters; and it is further

RESOLVED, that the execution and delivery of any writings or the taking of any other actions which pertain to the subject matter of the foregoing Resolutions by the Board of Directors and officers of the Association are hereby ratified and approved by the Association as its own act and deed; and it is finally

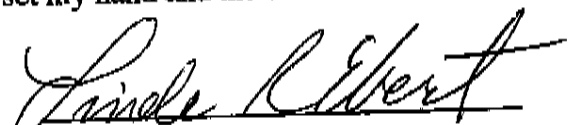
RESOLVED, that this Consent may be executed in one or more counterparts, each of which shall be an original and all of which together shall be one and the same document.

So resolved effective as of the date certified hereinbelow by the Secretary of the Association.

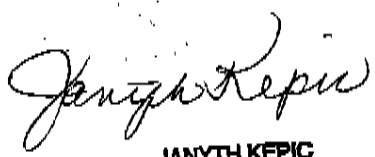
CERTIFICATION BY SECRETARY

I, Linda Ebert, Secretary of the Association, hereby certify that the foregoing represents true and correct text of Resolutions adopted by the Association by consent without a meeting effective as of the date set forth below. This Certification may be relied upon for all purposes by the Board of Directors and officers of the Association, Larry C. Oldham, the members of the Association and legal counsel engaged by the parties in that certain Civil Action styled High Gables Homeowners Association, Inc. v. Larry C. Oldham, Civil Action File No. 05-CV-2005, Superior Court of Forsyth County, Georgia.

IN WITNESS WHEREOF, I have set my hand and the seal of the Association hereto as of June 9th, 2006.


Linda Ebert, Secretary

[Corporate Seal]


JANYTH KEPIC
Notary Public, DeKalb County, Georgia
My Commission Expires March 27, 2007