

**RESOLUTION OF THE BOARD OF DIRECTORS OF
BEAR ISLAND HOMEOWNERS ASSOCIATION, INC.,
TO ENACT AN AMENDMENT TO THE BY-LAWS**

Approved by the Board of Directors March 2, 2008

WHEREAS, Paragraph C of Article X of the Articles of Incorporation of Bear Island (the "Articles") states: "Directors of the Association shall be elected at the Annual Members' Meeting in the manner determined by the By-Laws;" and

WHEREAS, Article XII of the Articles states: "The By-Laws of the Association . . . may be altered, amended or rescinded by the affirmative vote of not less than a majority of the Members present at an Annual Members' Meeting . . . and the affirmative approval of a majority of the Board at a regular or special meeting of the Board,"

NOW, THEREFORE, It is resolved that pursuant to the authority granted to the Board, the Board enacts the following amendments to the By-Laws:

1. Paragraph 3.5 of Section 3 of the By-Laws is hereby amended to read as follows:

"3.5 A quorum of the Membership shall consist of twenty percent (20%) of those persons entitled to cast the votes of the entire Membership. A Member may join in the action of a meeting by signing and concurring in the minutes thereof and such a signing shall constitute the presence of such parties for the purpose of determining a quorum. When a quorum is present at any meeting and a question which raises the jurisdiction of such meeting is presented, the holders of a majority of the voting rights present in person or represented by written "Proxy" (as hereinafter defined) shall be required to decide the question. However, if the question is one upon which, by express provision of the Declaration, requires a vote other than the majority vote of a quorum, then such express provision shall govern and control the required vote on the decision of such question."

1. Paragraph 3.13 of Section 3 of the By-Laws of Bear Island Homeowners Association, Inc. is added as follows:

3.13 The Board shall contact all Members in writing to solicit the self nomination of director candidates in time for the candidates to be included on a mail-in ballot form to be included with the notice of the annual Members' Meeting (the "meeting"). Completed ballots (whether mailed, delivered or cast in person) must (i) be signed by a Member, (ii) list the street address of the Lot owned by the Member(s), (iii) print the full name(s) of the Member(s), and (iv) if mailed or delivered, be received by the Association prior to the time the meeting is called to order. A completed ballot can be rescinded or changed by the Member who signed it prior to the time set by the Chair for beginning to count the ballots. Any Member not voting by mail-in ballot may cast a ballot at the meeting. The ballot envelopes cast by Members present at the meeting shall be opened and the enclosed ballots counted prior to the time ballot envelopes mailed or delivered to the Association ballots are counted to avoid double counting. The Board may require a double envelope, secret ballot procedure, if the Board, in its discretion, determines that such a procedure should be

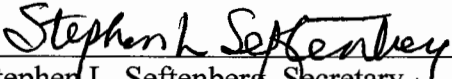
utilized. Any Member of a jointly-owned Lot shall be entitled to cast the vote for that Lot unless the Association receives an objection in writing from one of the other owners prior to the time the meeting is called to order, in which case the vote shall not be considered. If the Member is a corporation or limited liability company, the ballot may be executed and cast by any officer of the corporation or company. If the Member is a trust, the ballot may be executed and cast by a Trustee.

3. Section 4.14 of Section 4 of the By-Laws, is hereby revoked in its entirety.

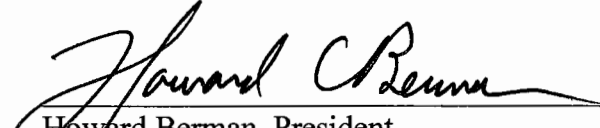
4. This amendment shall be presented to the Members at the 2009 Annual Members' Meeting scheduled for March 23, 2009."

-END OF RESOLUTION-

Approved by the Board on March 2, 2009



Stephen L. Seftenberg, Secretary

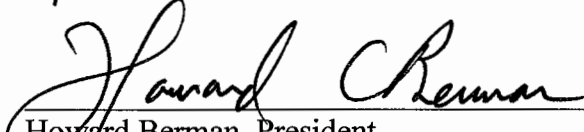


Howard Berman, President

Approved by the Members on March 23, 2009



Stephen L. Seftenberg, Secretary



Howard Berman, President