

**STATEMENT OF UNANIMOUS CONSENT
TO ACTION TAKEN IN LIEU OF A
SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF VILLAGE AT DEER CREEK HOMEOWNERS ASSOCIATION, INC.**

In lieu of a special meeting of the Board of Directors of Village at Deer Creek Homeowners Association, Inc., a Kansas non-profit corporation (the "Association"), the undersigned, being the sole director of the Association, does hereby consent to the adoption of, and does hereby adopt, the following resolutions:

RESOLVED, that Section 6.1 of the Bylaws of the Association be, and it hereby is, amended to read as follows:

6.1 Number. The affairs of the Association shall be managed by a Board of Directors composed of six (6) directors. The terms of the six directors shall be staggered so that the terms of one-third of the directors will expire and successors will be elected at each annual meeting of the Association beginning in 2005. At such annual meetings, successors to the two directors whose terms then expire shall be elected to serve three-year terms.

* * *

RESOLVED, that the following members of the Association be, and they hereby are, elected and appointed as directors of the Association to fill the five vacant director positions created by the foregoing amendment to the Bylaws:

Robert B. Gadd
Jim Pendleton
Lynn Chase
JoAnn Mueller
Tony Valenti

Dated as of December 31, 2004.



Daniel J. Barnard

**STATEMENT OF UNANIMOUS CONSENT
TO ACTION TAKEN IN LIEU OF A
SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF VILLAGE AT DEER CREEK HOMEOWNERS ASSOCIATION, INC.**

In lieu of a special meeting of the Board of Directors of Village at Deer Creek Homeowners Association, Inc., a Kansas non-profit corporation (the "Association"), the undersigned being all of the directors of the Association, do hereby consent to the adoption of, and do hereby adopt, the following resolutions:

WHEREAS, Daniel J. Barnard has resigned as an officer and director of the Association;

NOW THEREFORE, BE IT RESOLVED, that Pat Teegarden be, and she hereby is, elected and appointed as a director of the Association to fill such vacant director position created by such resignation.

* * *

RESOLVED, that the following persons be, and they hereby are, elected and appointed to the officer positions set forth below:

Robert B. Gadd	President
Pat Teegarden	Vice President
Jim Pendleton	Secretary
Lyn Chase	Treasurer

* * *

RESOLVED, that the registered agent and registered office of the Association be changed to:

SMB Corporate Services
5346 Belinder
Fairway, KS 66205

* * *

WHEREAS, the Board of Directors has determined that it is in the best interests of the Association and its members to enter into an agreement with the developer of the subdivision in order to resolve certain disputes that have arisen.

NOW, THEREFORE, BE IT RESOLVED, that the officers and directors of the Association be, and they hereby are, authorized and directed, for and on behalf of the Association, to execute, deliver and perform the Agreement attached to this Statement of Unanimous Consent as Exhibit A.

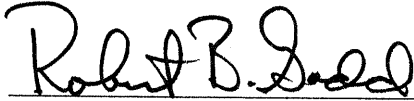
* * *

WHEREAS, the Board desires to adopt a calendar year 2005 budget and establish the rates of monthly assessments for calendar year 2005;

NOW, THEREFORE BE IT RESOLVED, that the Board hereby adopts the calendar year 2005 budget attached hereto as Exhibit B and hereby establishes the rate of monthly assessment per Unit for 2005 at \$195.00 per month beginning January 1, 2005.

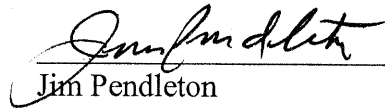
FURTHER RESOLVED, that the Board hereby determines that the foregoing assessment rate is the minimum amount necessary for the Association to provide the services to be provided by the Association under the recorded Declaration.

This Statement of Unanimous Consent may be executed in multiple counterparts and delivered by facsimile transmission.



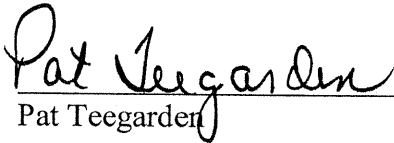
Robert B. Gadd

Date: January 17, 2005



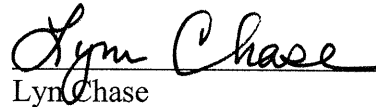
Jim Pendleton

Date: January 17, 2005



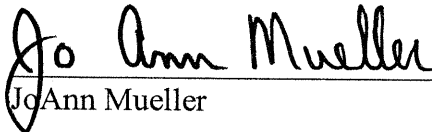
Pat Teegarden

Date: January 17, 2005



Lynn Chase

Date: January 17, 2005



JoAnn Mueller

Date: January 17, 2005



Tony Valenti

Date: January 17, 2005