

SECRETARY'S CERTIFICATE

The undersigned, Carol King, Secretary of Greystone Farms Owner's Association, Inc. an Alabama nonprofit corporation (the "Association"), hereby certifies as follows:

1. Attached hereto is a true and correct copy of Resolutions of the Association duly adopted by the Directors of the Association as of October 1, 2002.
2. I also certify that said Resolutions have not been repealed or modified in any way and are still in full force and effect, and that said Resolutions are not inconsistent with any provisions of the Certificate of Incorporation or the Bylaws of this Corporation.
3. I further certify at the time of the adoption of the attached Resolutions the following were the duly elected Officers and Directors of the Association:

<u>Name</u>	<u>Office</u>
Dave Beck	President
Bill Musgrove	Vice President
Carol King	Secretary
Holly Fairbanks	Treasurer
Phillip Gross	Director
Red Walker	Director
Lynda Cale	Director

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of October, 2002.

Carol King
As Secretary

[CORPORATE SEAL]

By execution below, Dave Beck, President of the Association, hereby confirms that the signature above is the true and correct signature of Carol King, Secretary of the Association.

Dave Beck
As President

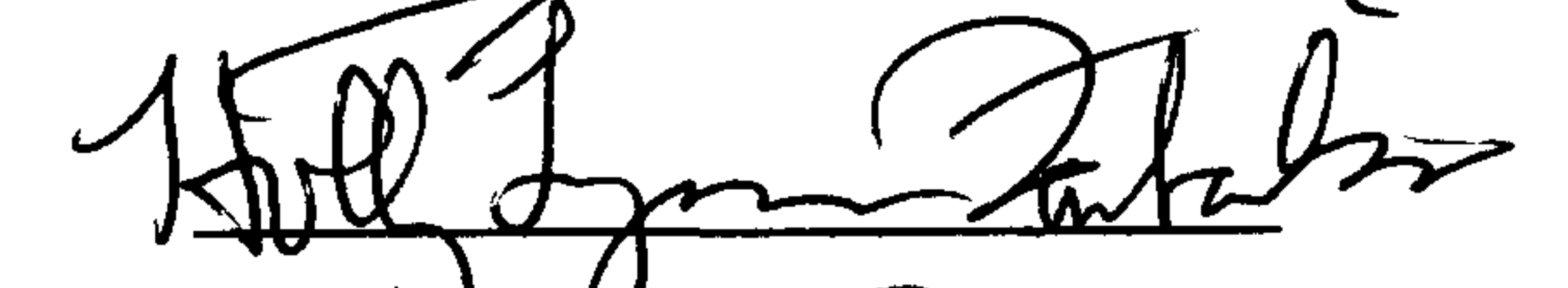
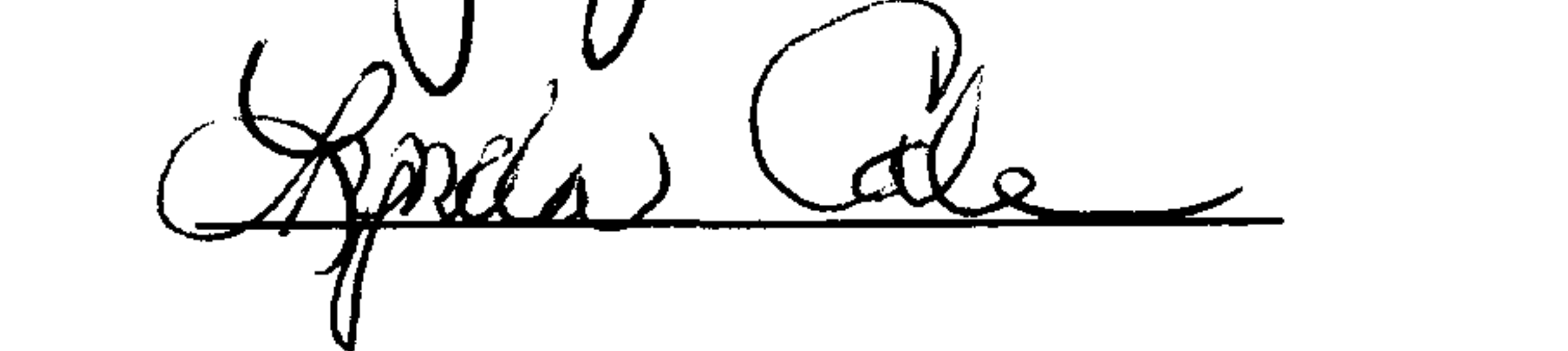
**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
GREYSTONE FARMS OWNER'S
ASSOCIATION, INC.**

Pursuant to §10-3A-40 of the *Code of Alabama* (1975), the undersigned, being all the Board of Directors of Greystone Farms Owner's Association, Inc., an Alabama nonprofit corporation, (the "Association"), do hereby (i) consent to and adopt the following resolutions as of the date hereof, which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote of a meeting of the Association's Board of Directors duly called and held; (ii) waive all requirements of notice; and (iii) direct that this written Consent be filed with the minutes of the proceedings of the Association and upon the probate records for Shelby County, Alabama.

WHEREAS (i) the Association incurs substantial expense upon the sale of the various Dwellings within the Property (said Property being defined by the Declaration of Covenants, and as described on the attached Exhibit "A"); (ii) such expense includes, without limitation, administrative costs and time in changing over the records of the Association to reflect the new ownership, wear and tear to the roadways and other common amenities within the Property and disruption to the daily activities and routine at the Property when the transfer of possession occurs and move-in and move-out takes place;

NOW, THEREFORE, BE IT RESOLVED, as follows:

RESOLVED, that the Association shall (i) cause the management of the Association to collect the sum of \$250.00, as a "Move-in Fee" each time a Dwelling is sold within the Property and the records reflecting ownership of such Dwelling are changed to reflect the new ownership; (ii) provide that such Move-in Fee be collected at the closing along with any then unpaid common expense assessments or other assessments due at the time of the sale of any Dwelling within the Property; (iii) further provide that such fee shall be applied by the Association as necessary to defray the cost and expense occasioned by turnover of Dwellings within the Property; and (iv) acknowledge that this resolution constitutes a rule and regulation governing the "common areas" of the Property adopted pursuant to 4.7 of the Declaration and shall be placed of record in the office of the Judge of Probate for Shelby County, Alabama. (Note: all capitalized terms herein shall have the meaning ascribed to each in the Declaration of Covenants, Conditions and Restrictions for Greystone Farms dated as of June 22nd, 1995.

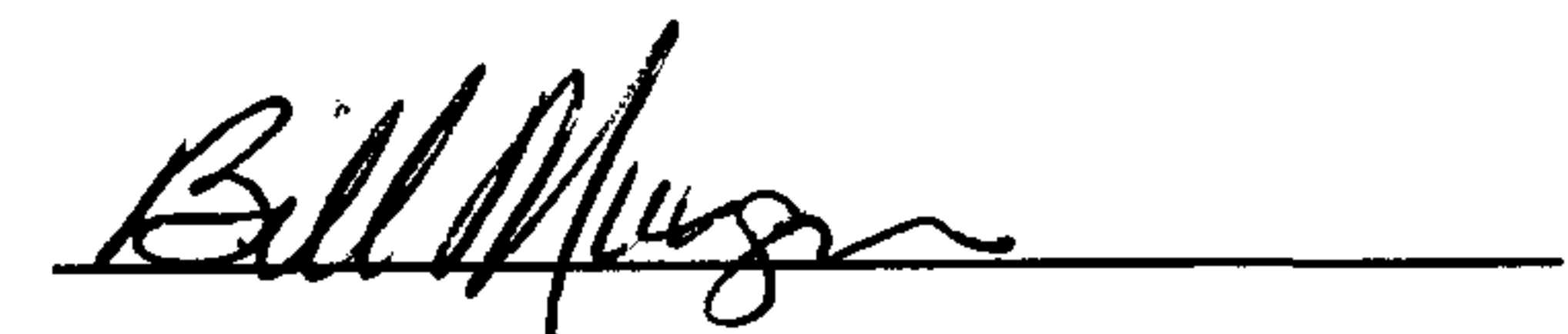
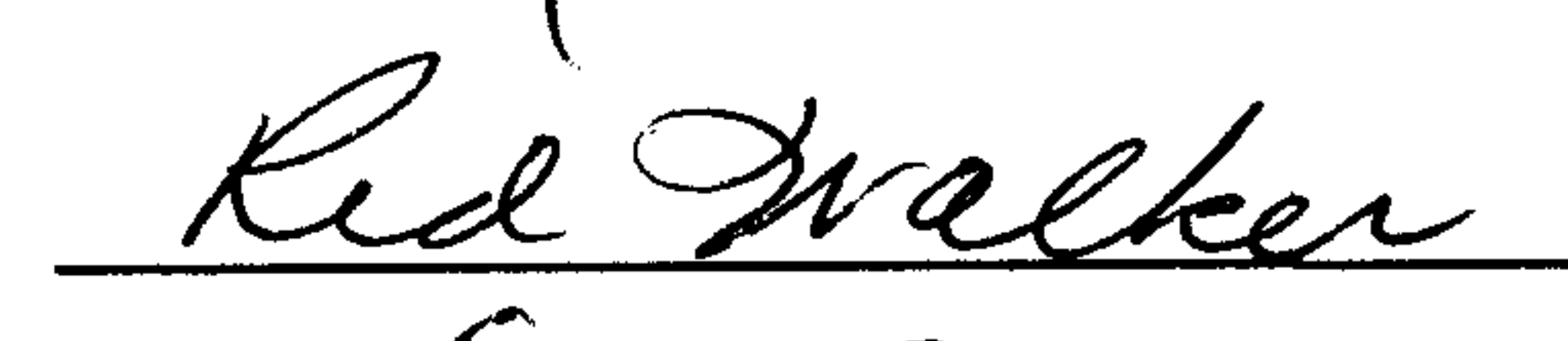




EXHIBIT A.1

THE BRAE

Lots 1-29 (inclusive), according to the 2nd Amended Plat of Amended Plat of The Brae Sector of Greystone Farms, as recorded in Map Book 19, Page 141, in the Office of the Judge of Probate of Shelby County, Alabama; being situated in Shelby County, Alabama.

EXHIBIT A.2

MILNER'S CRESCENT, PHASE I

Lots 1, 19-47 (inclusive), 133-134 (inclusive) and 152-156 (inclusive), according to the 1st Amended Plat of Greystone Farms, Milner's Crescent Sector - Phase 1, as recorded in Map Book 19, Page 140, in the Office of the Judge of Probate of Shelby County, Alabama; being situated in Shelby County, Alabama.

EXHIBIT A.3

ENGLISH TURN, PHASE I

Lots 19-63 (inclusive), according to the 1st Amended Plat of Final Record Plat of Greystone Farms, English Turn Sector - Phase 1, as recorded in Map Book 19, Page 142, in the Office of the Judge of Probate of Shelby County, Alabama; being situated in Shelby County, Alabama.

EXHIBIT A.5

Lake's Edge

Lots 1-28 (inclusive), according to the Final Record Plat of Greystone Farms, Lake's Edge Sector, as recorded in Map Book 20, Page 106 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Guilford Place - Phase 1

Lots 93-154 (inclusive), according to the Final Record Plat of Greystone Farms, Guilford Place - Phase 1, as recorded in Map Book 20, Page 105 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

EXHIBIT A.6

Mill Creek - Phase 2

Lots 1-42 and 98-101 (inclusive), according to the Final Record Plat of Greystone Farms, Mill Creek Sector, Phase 2, as recorded in Map Book 21, Page 21 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

EXHIBIT A.7

Milner's Crescent - Phase 2

Lots 48-68 and 104-132 (inclusive), according to the Final Record Plat of Greystone Farms, Milner's Crescent Sector, Phase 2, as recorded in Map Book 21, Page 33 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

EXHIBIT A.8

English Turn - Phase 2

Lots 1-18 and 64-77 (inclusive), according to the Final Record Plat of Greystone Farms, English Turn Sector -- Phase 2, as recorded in Map Book 21, Page 46 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Inst # 1996-21440

Inst # 1996-21440

07/03/1996-21440
11:10 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 MCD 23.50

EXHIBIT A.9

Mill Creek - Phase 1

Lots 43-97 (inclusive), according to the Final Record Plat of Greystone Farms, Mill Creek Sector, Phase 1, as recorded in Map Book 22, Page 25 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

EXHIBIT A.10

Guilford Place - Phase 2

Lots 1-16 and 62-92 (inclusive), according to the Final Record Plat of Greystone Farms, Guilford Place Sector -- Phase 2, as recorded in Map Book 22, Page 24 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Inst # 1997-02587

01/27/1997-02587
08:59 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
21.00

EXHIBIT A.11

Miner's Crescent - Phase 3

Lots 69-103 and Lots 157-159 (inclusive), according to the Final Record Plat of Greystone Farms, Milner's Crescent Sector, Phase 3, as recorded in Map Book 23, Page 71 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

EXHIBIT A.12

Terrace Hills

Lots 1 thru 53 (inclusive), according to the Final Record Plat of Greystone Farms, Terrace Hills Sector, as recorded in Map Book 24, Page 54 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Inst # 1998-30335

08/07/1998-30335

11:04 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

005 CRH

18.50

EXHIBIT A.13

Milner's Crescent, Phase IV

Lots 2 thru 18 (inclusive) and Lots 135-151 (inclusive), according to the Final Record Plat of Greystone Farms, Milner's Crescent, Phase IV, as recorded in Map Book 24, Page 114 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Guilford Place, Phase III

Lots 17 thru 61 (inclusive) and Lot 155, according to the Final Record Plat of Greystone Farms, Guilford Place, Phase III, as recorded in Map Book 24, Page 27 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Common Areas

Those Common Areas conveyed by Developer to the Greystone Farms Owner's Association, Inc. by Statutory Warranty Deed recorded as Instrument # 1998-44793 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Inst # 2000-09754

**03/27/2000-09754
02:54 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CJ1 17.00**