

**RESOLUTION OF THE BOARD OF DIRECTORS
BROOKFIELD VILLAS HOMEOWNERS ASSOCIATION**

WHEREAS, Brookfield Villas Homeowners Association (the "Association") is governed by the Neighborhood Declaration of Covenants, Conditions, Restrictions and Easements, as amended (the "Declaration"), recorded in the official records of the Yavapai County Recorder;

WHEREAS, the Board of Directors (the "Board") desires to seek the approval of its membership for three amendments to the Declaration (the "Amendments");

WHEREAS, the Board desires that the membership provide approval of the Amendments through the written consent process authorized by A.R.S. §§ 33-1817, 10-3704;

WHEREAS, the Association's Bylaws are silent regarding the record date for written consents;

WHEREAS, pursuant to A.R.S. § 10-3704(B), if a record date is not otherwise fixed, the record date is the date the first member signs the consent. A.R.S. § 10-3707(A) and (B) addresses determining the record date for a meeting of the membership. A.R.S. § 10-3707(C) addresses determining the record date for "any other lawful action." A.R.S. § 10-3707(C) provides, that "[t]he bylaws may fix or provide the manner of determining a date as the record date for determining the members entitled to exercise any rights in respect to any other lawful action. If the bylaws do not fix or provide for fixing that record date, the board may fix in advance that record date."

WHEREAS, A.R.S. §10-3704(E) provides that unless otherwise specified in the consent or consents, the proposed action that is the subject of a written consent becomes effective on the date that the consent or consents are signed by the last member whose signature results in the requisite amount of the voting power;

WHEREAS, the Board desires to seek the approval of its membership for the Amendments, and to set the record date for the purpose of determining the members entitled to consent, for purposes of approving the Amendments.

NOW, THEREFORE, the Board approves the proposed Amendments and resolves to seek the approval of its membership for the Amendments through the written consent process authorized by A.R.S. §§ 33-1817, 10-3704.

NOW, THEREFORE, the Board hereby resolves that the record date for determining the members entitled to consent to, or to withhold consent for, the proposed Amendments, shall be the date upon which the proposed action becomes effective under A.R.S. § 10-3704—specifically, the record date shall be the date upon which a written consent document is signed by the last member whose signature results in the requisite amount of the voting power being achieved for the approval of the Amendments.

IN WITNESS WHEREOF, the Board of Directors, by majority vote at a board meeting on the 11th day of April, 2023 have approved these Resolutions.



President