

**MINUTES OF THE JOINT SPECIAL MEETING OF
THE DECLARANT AND BOARD OF DIRECTORS OF
SOMERSET LAKE OWNERS ASSOCIATION**

The joint special meeting of the Declarant and the Board of Directors of SOMERSET LAKE OWNERS ASSOCIATION ("Corporation"), was held at 110 Lily Flagg Road, Huntsville, Alabama 35801, on the 22nd day of April, 2009.

Harry Garber, as president of Garber & Streele, Inc., Declarant, and individually as board member, Les Bowers and Pam Godwin were each present and voting and waived all notice of the date, time, and place of the meeting, and consented to the transaction of any business that might come before the meeting. Such waivers and consents of the directors and the Declarant are shown by their signatures at the end of these minutes.

Harry Garber presided as Chairman, while Pam Godwin presided as Secretary.

Harry Garber submitted the resignation from the Board of Directors by Garber & Steele, Inc., to be effective at the adjournment of this special meeting, and further submitted the nomination of members to the Board of Directors to serve until such time as the Association meets and either re-elects such members and/or their replacement(s) to the Board. The names submitted for the Board were:

Pam Godwin
Les Bowers
Barney Davis

After discussion, it was moved and seconded and the Board unanimously approved the resignation by Garber & Steele, Inc., from the Board of Directors, effective upon the adjournment of this special meeting, and further accepted the above listed nominees to the Board of Directors to serve until such time as the Association meets and either re-elects such member(s) and/or their replacement(s).

The Chairman then stated that nominations for officers of the Corporation were in order and the following nominations were made:

Pam Godwin	President
Les Bowers	Vice-President
Barney Davis	Secretary/Treasurer

After discussion, it was moved and seconded and the Board unanimously approved the above listed nominees as the elected officers of the Corporation.

The Chairman then stated that nominations for members of the Architectural Review Committee were in order and the following nominations were made:

Harry Garber
Major Treudony
Bon Stone

After discussion, it was moved and seconded and the Board unanimously approved the above listed nominees as the elected members of the Architectural Review Committee.

The directors next discussed the budget for 2009 attached hereto as Exhibit "A," which was, upon proper motion, unanimously ratified and approved.

There being no further business to come before the meeting, the same was, on motion duly seconded, and unanimously carried, adjourned.

The above actions are hereby ratified and affirmed as of this 22nd day of April, 2009.

BOARD:


Harry Garber


Pam Godwin



Les Bowers

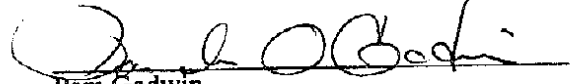
DECLARANT:

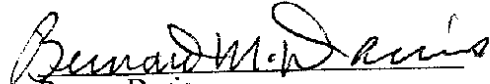
Garber & Steele, Inc.

By: 
Harry Garber, President

ACCEPTANCE OF NOMINATION TO SERVE ON THE BOARD OF DIRECTORS:


Les Bowers


Pam Godwin


Barney Davis

STATE OF ALABAMA
COUNTY OF MADISON

AFFIDAVIT OF
AMENDMENT TO
BYLAWS
OF
SOMERSET LAKE OWNERS ASSOCIATION, INC.

BEFORE ME, the undersigned, a Notary Public, this day personally appeared Harry Garber, who being by me duly sworn, deposes and says as follows:

My name is Harry Garber and I am president of Garber & Steele, Inc., Declarant of Somerset Lake Subdivision. The Bylaws of Somerset Lake Owners Association, Inc., were recorded in Instrument Number 20040818000309930, and amended in Instrument Number 20040818000309950 and 20081230000787770, in the records of the Office of the Judge of Probate of Madison County, Alabama. This affidavit is given to reflect the unanimous written consent of the Declarant and the Board of Directors of the Association which amended the Bylaws to provide for annual rotation off of the Board of Directors of the Association. Specifically, the following was approved by the Declarant and the Board of Directors:

Refer to Article III, Section 5, Election and Term of Office, of the Bylaws. Delete in its entirety and insert therefore the following:

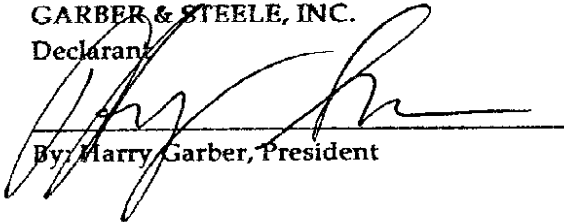
Not later than thirty (30) days after termination of the Declarant's right to appoint Directors and officers as described in Section 2 of this Article, the Association shall call a meeting to be held at which Members shall elect three (3) Directors. The term of the initial Board of Directors after the first annual meeting following termination of the Declarant's right to appoint Directors shall rotate as follows: the term of one (1) Director shall expire one (1) year after such annual meeting, the term of one (1) Director shall expire two (2) years after such annual meeting, and the term of one (1) Director shall expire three (3) years after such annual meeting; such rotation shall be set forth in the election of said Directors. At the expiration of the first term of office of each member of the initial Board of Directors (and upon the expiration of each term thereafter), a successor shall be elected to serve for a term of three (3) years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

All other provisions of the Bylaws, as previously amended, shall remain in full force and effect.

This affidavit is given to correct of record the above described error.

Done this the 22 day of April, 2009.

GARBER & STEELE, INC.
Declarant


By: Harry Garber, President

Board of Directors

4-22, 2009


Harry Garber

4-22, 2009


Les Bowers

4-22 -, 2009


Pam Godwin

JOINT WRITTEN CONSENT OF
THE DECLARANT AND THE BOARD OF DIRECTORS
OF SOMERSET LAKE OWNERS ASSOCIATION, INC.

Pursuant to Section 10-3A-39 and 10-3A-40 of the Alabama Nonprofit Corporation Act and the Bylaws of the Association, the undersigned, being the Declarant and all of the members of the Board of Directors of Somerset Lake Owners Association, Inc. (the "Association"), by execution hereof, do hereby (i) consent to and adopt the following resolution as of the date set forth below, which resolution shall have the same force and effect as if adopted by unanimous affirmative vote at the special meeting of the Declarant and the Board of Directors of the Association 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:

WHEREAS, on or around October 15, 2008, the Bylaws were amended to clarify the number of members on the Board of Directors to provide for three (3) members; and

WHEREAS, the Board and Declarant desire to amend the Bylaws to provide an annual rotation off of the Board by one (1) director.

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws be amended and corrected to allow for the annual rotation off of one (1) member of the Board of Directors for the Association after the Declarant surrenders its authority to appoint and remove directors and officers. More specifically, the Bylaws shall be amended to read as follows:

Refer to Article III. Section 5. Election and Term of Office. of the Bylaws. Delete in its entirety and insert therefore the following:

Not later than thirty (30) days after termination of the Declarant's right to appoint Directors and officers as described in Section 2 of this Article, the Association shall call a meeting to be held at which Members shall elect three (3) Directors. **The term of the initial Board of Directors after the first annual meeting following termination of the Declarant's right to appoint Directors shall rotate as follows: the term of one (1) Director shall expire one (1) year after such annual meeting, the term of one (1) Director shall expire two (2) years after such annual meeting, and the term of one (1) Director shall expire three (3) years after such annual meeting; such rotation shall be set forth in the election of said Directors.** At the expiration of the first term of office of each member of the initial Board of Directors **(and upon the expiration of each term thereafter)**, a successor shall be elected to serve for a term of three (3) years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

All other provisions of the Bylaws shall remain in full force and effect.

Garber & Steele, Inc.,
Declarant

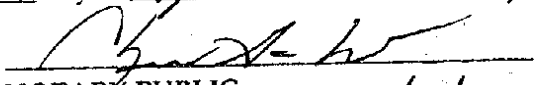
Harry Garber, President

April 22, 2009

STATE OF ALABAMA
COUNTY OF MADISON

The undersigned authority, a Notary Public in and for said County and State, hereby certify that Harry Garber, whose name as President of GARBER & STEELE, INC., an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation, acting in his capacity as president as aforesaid.

Given under my hand and seal on this the 22nd day of April, 2009.


NOTARY PUBLIC

My Commission Expires: 3/8/2010

This Instrument was prepared by:
Suzanne C. Dorsett, Esq.
Wilmer & Lee, P.A.
100 Washington Street, Suite 200
Huntsville, Alabama 35801

STATE OF ALABAMA

MADISON COUNTY

NOTICE OF TERMINATION
OF
DECLARANT RIGHTS

WHEREAS, the undersigned GARBER & STEELE, INC., an Alabama corporation, is designated as the Declarant in the Declaration of Protective Covenants for Somerset Lake Subdivision, as recorded at Instrument No. 20040818000309930 in the records of the Office of the Judge of Probate of Madison County, Alabama (the "Declaration"); And,

WHEREAS, the Declaration contains provisions permitting the undersigned Declarant to terminate its tenure as Declarant for such Declaration.

NOW THEREFORE, for and in consideration of the premises and the provisions of that certain Declaration, the undersigned GARBER & STEELE, INC., does, by these presents, terminate its liability and authority under said Declaration, including but not limited to, its right to annex additional property under Article X Section 1 of the Declaration.

IN WITNESS WHEREOF, the undersigned has executed this instrument on this the 22 day of April, 2009.

GARBER & STEELE, INC.,
An Alabama Corporation

By: 
Harry Garber, President

STATE OF ALABAMA
MADISON COUNTY

The undersigned authority, a Notary Public in and for said County and State, hereby certify that Harry Garber, whose name as President of Garber & Steele, Inc., an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

This the 22nd day of April, 2009.


NOTARY PUBLIC

My Commission Expires: 3/8/2010

This Instrument was Prepared By:
Suzanne C. Dorsett, Esq.
Wilmer & Lee, P.A.
100 Washington Street, Suite 200
Huntsville, Alabama 35801

STATE OF ALABAMA
COUNTY OF MADISON

NO TITLE EXAMINATION HAS BEEN
PERFORMED IN CONNECTION WITH
THIS TRANSACTION

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS, that SOUTH EAST DEVELOPMENT, LLC, an Alabama limited liability company, hereinafter referred to as Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) in hand paid by SOMERSET LAKE OWNERS ASSOCIATION, INC., an Alabama non-profit corporation, hereinafter referred to as Grantee, the receipt whereof is hereby acknowledged and other good and valuable consideration, does hereby remise, release, quitclaim and convey unto the said Grantee all of its right, title, interest, and claim in and to the following described real estate situated in the County of Madison, State of Alabama, to-wit:

SEE EXHIBIT "A" ATTACHED HERETO.

TO HAVE AND TO HOLD the same unto the said Grantee and to its successors and assigns forever.

IN WITNESS WHEREOF, the said Grantor has, by and through its duly authorized officer, hereunto set its hand and seal on this the 26th day of March, 2009.

**SOUTH EAST DEVELOPMENT, LLC,
an Alabama limited liability company**

By: Clark Family Industries, Inc., Managing Member

By: G.A. Clark (SEAL)
G.A. Clark
Its: President

STATE OF ALABAMA
COUNTY OF MADISON

Before me, the undersigned authority, a Notary Public in and for said County and State, personally appeared G. A. Clark whose name as President of Clark Family Industries, Inc., a Delaware corporation, the Managing Member of South East Development, LLC, an Alabama limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily on the day the same bears date for and as the act of said limited liability company.

GIVEN under my hand and official seal this the 26th day of March, 2009.

G.A. Clark
NOTARY PUBLIC
My Commission Expires: 3/8/2010

THIS INSTRUMENT PREPARED BY:

Samuel H. Givhan
Wilmer & Lee, P.A.
100 Washington Street, Suite 200
Huntsville, Alabama 35801

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EXHIBIT "A"

Common Area located between Lots 3 and 4 of Somerset Lake Subdivision, as recorded in Plat Book 47, Page 95, and also as Instrument Number 20040527000104610, Probate Records of Madison County, Alabama.

AND ALSO

Common Area located in the Shropshire Drive right-of-way to the Northwest of Lot 8 in Somerset Lake Subdivision, as recorded in Plat Book 47, Page 95, and also as Instrument Number 20040527000104610, Probate Records of Madison County, Alabama.

AND ALSO

Common Area located between Lots 18 and 19 of Somerset Lake Subdivision, as recorded in Plat Book 47, Page 95, and also as Instrument Number 20040527000104610, Probate Records of Madison County, Alabama.

AND ALSO

Common Area located between Lots 28 and 29 of Somerset Lake Subdivision, as recorded in Plat Book 47, Page 95, and also as Instrument Number 20040527000104610, Probate Records of Madison County, Alabama.

AND ALSO

Common Area located between Lots 46 and 47 of Somerset Lake Subdivision, as recorded in Plat Book 47, Page 95, and also as Instrument Number 20040527000104610, Probate Records of Madison County, Alabama.

AND ALSO

Common Area located in the Shropshire Drive right-of-way to the Southwest of Lot 63 in Somerset Lake Subdivision, as recorded in Plat Book 47, Page 95, and also as Instrument Number 20040527000104610, Probate Records of Madison County, Alabama.

AND ALSO

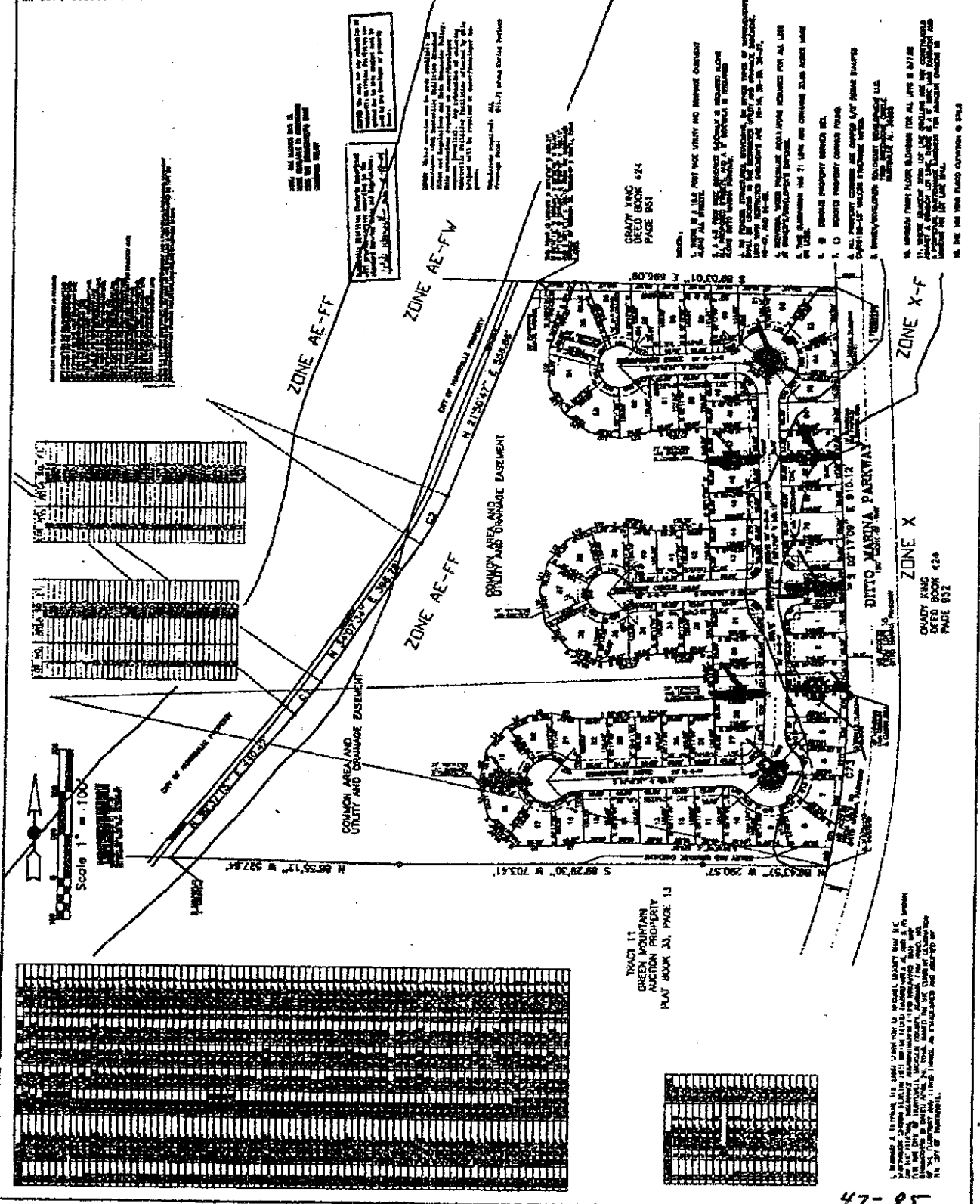
Common Area located between Lots 67 and 68 of Somerset Lake Subdivision, as recorded in Plat Book 47, Page 95, and also as Instrument Number 20040527000104610, Probate Records of Madison County, Alabama.

AND ALSO

Common Area located in the Somerset Circle right-of-way between Lots 1 and 71 of Somerset Lake Subdivision, as recorded in Plat Book 47, Page 95, and also as Instrument Number 20040527000104610, Probate Records of Madison County, Alabama.

FINAL PLAT OF	
SOMERSET LAKE SUBDIVISION	
PREPARED BY	DATE
APPROVED BY	DATE
RECORDED BY	DATE
BOOK	PAGE

[Handwritten signatures and notes at the top of the page, including names like "D. J. King" and "D. J. King" with dates.]



ZONE X
 QUADY KING
 DEED BOOK 424
 PAGE 802

ZONE X-F
 QUADY KING
 DEED BOOK 424
 PAGE 802

[Handwritten note:]
 = Common Areas in name of South East Dev., LLC according to tax maps

STATE OF ALABAMA
COUNTY OF MADISON

AFFIDAVIT OF
AMENDMENT TO
BYLAWS
OF

SOMERSET LAKE OWNERS ASSOCIATION, INC.

20090623000416370 1/2 \$22.25
Madison Cnty Judge of Probate, Al.
06/23/2009 03:51:20PM FILED/CERT

BEFORE ME, the undersigned, a Notary Public, this day personally appeared Harry Garber, who being by me duly sworn, deposes and says as follows:

My name is Harry Garber and I am president of Garber & Steele, Inc., Declarant of Somerset Lake Subdivision. The Bylaws of Somerset Lake Owners Association, Inc., were recorded in Instrument Number 20040818000309930, and amended in Instrument Number 20040818000309950 and 20081230000787770, in the records of the Office of the Judge of Probate of Madison County, Alabama. This affidavit is given to reflect the unanimous written consent of the Declarant and the Board of Directors of the Association which amended the Bylaws to provide for annual rotation off of the Board of Directors of the Association. Specifically, the following was approved by the Declarant and the Board of Directors:

Refer to Article III, Section 5. Election and Term of Office. of the Bylaws. Delete in its entirety and insert therefore the following:

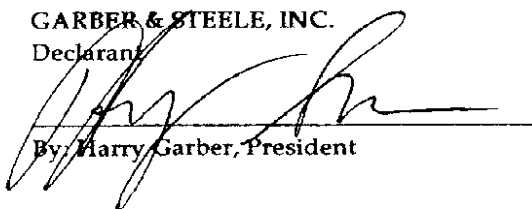
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All other provisions of the Bylaws, as previously amended, shall remain in full force and effect.

This affidavit is given to correct of record the above described error.

Done this the 22 day of April, 2009.

GARBER & STEELE, INC.
Declarant


By: Harry Garber, President

STATE OF ALABAMA
COUNTY OF MADISON

The undersigned authority, a Notary Public in and for said County and State, hereby certify that Harry Garber, whose name as President of GARBER & STEELE, INC., an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation, acting in his capacity as president as aforesaid.

Given under my hand and seal on this the 22 day of April, 2008.


NOTARY PUBLIC

My Commission Expires: 3/8/2010

This Instrument was prepared by:

f Suzanne C. Dorsett, Esq.

Wilmer & Lee, P.A.

100 Washington Street, Suite 200

Huntsville, Alabama 35801

20090623000416370 2/2 \$22.25
Madison Cnty Judge of Probate:AL
06/23/2009 03:51:20PM FILED/CERT

STATE OF ALABAMA

MADISON COUNTY

NOTICE OF TERMINATION
OF
DECLARANT RIGHTS

20090626000423410 1/1 \$19.75
Madison Cnty Judge of Probate, AL
06/26/2009 09:49:38AM FILED/CERT

WHEREAS, the undersigned GARBER & STEELE, INC., an Alabama corporation, is designated as the Declarant in the Declaration of Protective Covenants for Somerset Lake Subdivision, as recorded at Instrument No. 20040818000309930 in the records of the Office of the Judge of Probate of Madison County, Alabama (the "Declaration"); And,

WHEREAS, the Declaration contains provisions permitting the undersigned Declarant to terminate its tenure as Declarant for such Declaration.

NOW THEREFORE, for and in consideration of the premises and the provisions of that certain Declaration, the undersigned GARBER & STEELE, INC., does, by these presents, terminate its liability and authority under said Declaration, including but not limited to, its right to annex additional property under Article X Section 1 of the Declaration.

IN WITNESS WHEREOF, the undersigned has executed this instrument on this the 22 day of April, 2009.

GARBER & STEELE, INC.,
An Alabama Corporation

By: [Signature]
Harry Garber, President

STATE OF ALABAMA
MADISON COUNTY

The undersigned authority, a Notary Public in and for said County and State, hereby certify that Harry Garber, whose name as President of Garber & Steele, Inc., an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

This the 22nd day of April, 2009.

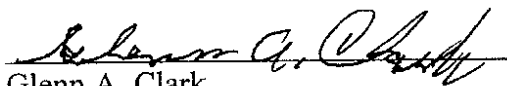
[Signature]
NOTARY PUBLIC
My Commission Expires: 3/8/2010

This Instrument was Prepared By:
Suzanne C. Dorsett, Esq.
X Wilmer & Lee, P.A.
100 Washington Street, Suite 200
Huntsville, Alabama 35801

Letter of Resignation

The undersigned, Glenn A. Clark, hereby resigns his position with the Summerset Lake Owners Association, Inc., effective immediately.

This Letter of Resignation is given this 9 day of December, 2005.


Glenn A. Clark