

**UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
SOUTHEASTERN HOUSING PRESERVATION, INC.
TO ACTION WITHOUT MEETING**

Pursuant to Section 55A-8-21 of the North Carolina General Statutes, we, the undersigned, constituting all of the directors of SOUTHEASTERN HOUSING PRESERVATION, INC., a North Carolina nonprofit corporation (the "Corporation"), do hereby consent to the following resolutions by acknowledging in writing our consent thereto.

WHEREAS, pursuant to Section 3 of Article XI of the Bylaws of the Corporation, the Bylaws of the Corporation may be amended by the affirmative vote of a majority of the Board of Directors; and

WHEREAS, the Board of Directors desires to amend Section 2 of Article IV of the Bylaws to provide that the number of Directors shall be no less than two (2) and no more than four (4).

NOW, THEREFORE, BE IT RESOLVED, that Section 2 of Article IV of the Bylaws is deleted and replaced with the following new section:

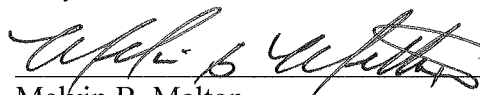
NUMBER, TERM: There shall be no less than two (2) and no more than four (4) Directors. The exact number of Directors shall be established by resolution of the shareholders from time to time. Directors may be re-elected for consecutive terms.

The foregoing resolutions shall become effective as of the 1st day of October, 2006.


ALL OF THE DIRECTORS:



Gary D. Ellis



Melvin B. Melton



Timothy L. Gunderman