

Villas - Phil Harris
Dec. 13, 2021

SPECIAL MEETING OF DECLARANT, THE CLASS "B" MEMBER
AND
THE MEMBERS OF THE BOARD OF DIRECTORS
OF
THE PENINSULA MASTER ASSOCIATION, INC.
BY UNANIMOUS WRITTEN CONSENT

THIS SPECIAL MEETING of the members of the Board of Directors of **The Peninsula Master Association, Inc.** (the "Corporation") was held on December 13, 2021. Capitalized terms used but not defined in these minutes are defined in the **Amended and Restated Master Declaration** recorded on February 8, 2001 as Instrument 582280, Baldwin County, Alabama, as amended by document recorded in such County on October 18, 2018 as Instrument 725295.

*Need to
have*

Present at the meeting were Ronald O. Durham, Royce J. Halstead, Gary D. Spivey, Russell Smith as proxy for JP Partners, L.L.C, owner of The Villas Neighborhood, a representative of Landmark Real Estate Group of Alabama, Inc. d/b/a Landmark Community Management, Inc. and one or more representative of each of the remaining Neighborhoods.

The Directors, namely Ronald O. Durham, Gary D. Spivey, and Royce J. Halstead, and the at-large non-voting Directors, Ken Hisle, Margaret Walden, and Steve Richter executed waivers of notice consenting to such business as may be conducted at the Special Meeting.

With the consent of all, Ronald O. Durham reported that the limited purposes of this Special Meeting were: (1) an amendment to Article III, Section 6 of the **Bylaws**, in order to increase the number of Directors to five (5); and (2) the formal documentation of the termination of the Class "**B**" **Control Period**, which termination occurred with the sale of The Villas at Peninsula Neighborhood on November 22, 2021 (the "**Turnover Date**").

After a brief discussion, the following resolutions were unanimously adopted by the Directors:

1. Amendment to Bylaws:

RESOLVED: The number of Directors authorized by Article III, Section 6, is hereby **increased** from three (3) to five (5).

FURTHER RESOLVED: The two (2) Directors who are not presently appointed need **not** be appointed by the current Board or serve.

FURTHER RESOLVED: This resolution shall **not** affect the terms for the Directors elected **after** the Turnover Date under Article III, Section 6, second grammatical paragraph, which shall be:

- (a) two (2) Directors with terms of two (2) years each and three (3) Directors with terms of one (1) year each, in the first twelve (12) months following the Turnover Date

- (b) in the second (2nd) year following the Turnover Date: the one (1) year balances of the terms of the two (2) year-term Directors, and one (1) year terms for each of the three (3) newly elected Directors; and
- (c) thereafter, one (1) year terms for every Director.

2. Resignation of At-Large Non-Voting Members of the Board of Directors.

RESOLVED: That the resignation of Ken Hisle as at-large non-voting Director of the Corporation is hereby accepted.

FURTHER RESOLVED: That the resignation of Margaret Walden as at-large non-voting Director of the Corporation is hereby accepted.

FURTHER RESOLVED: That the resignation of Steve Richter as at-large non-voting Director of the Corporation is hereby accepted.

3. Resignation of Officers and Members of the Board of Directors.

RESOLVED: That the resignation of Ronald O. Durham as President and Director of the Corporation is hereby accepted.

FURTHER RESOLVED: That the resignation of Royce Halstead as Vice President and Director of the Corporation is hereby accepted.

FURTHER RESOLVED: That the resignation of Gard D. Spivey as Secretary/Treasurer and Director of the Corporation is hereby accepted.

4. Previous Actions of the Officers and Members of the Board of Directors:

RESOLVED: That the actions taken by the officers and Board of Directors of the Corporation through December 13, 2021, are hereby ratified and approved.

5. Counterparts. This consent may be executed in any number of counterparts and by different parties in separate counterparts and via facsimile or electronic mail, each of which, when so executed, shall be deemed to be an original and all of which taken together shall constitute one and the same consent. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are attached to the same consent. Delivery of an executed counterpart or electric mail shall be as effective as delivery of a manually executed counterpart of this consent.

There being no further business to come before the Board of Directors, the meeting was adjourned and concluded.

[SIGNATURES ON THE FOLLOW PAGE]

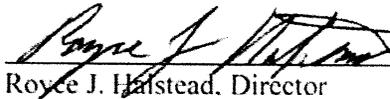
Dated: December 13, 2021



Ronald O. Dunham, Director



Gary D. Spivey, Director



Royce J. Halstead, Director

Signature Page to the Special Meeting of Successor Declarant, The Class "B" Member, and the
Board of Directors of The Peninsula Master Associations, Inc.

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WAIVER OF NOTICE

We, the undersigned, being all of the members of the Board of Directors of **The Peninsula Master Associations, Inc.** (the "Corporation"), do hereby waive notice of the time, day, place, manner and purpose of the special meeting of the Board of Directors of the Corporation to be held at the office of the Peninsula Clubhouse, 20 Peninsula Boulevard, Gulf Shores, Alabama, at 4:00 p.m. on December 13, 2021.

This the 13th day of December, 2021.



Ronald O. Durham
Director



Royce J. Halstead
Director



Gary D. Spivey
Director



Ken Hisle
At-large non-voting Director



Margaret Walden
At-large non-voting Director



Steve Richter
At-large non-voting Director

RESIGNATION

I hereby resign as at-large non-voting Member of the Board of Directors of The Peninsula Master Association, Inc., effective December 13, 2021.

Dated: December 13, 2021



Steve Richter, At-Large Non-Voting Director

RESIGNATION

I hereby resign as at-large non-voting Member of the Board of Directors of The Peninsula Master Association, Inc., effective December 13, 2021.

Dated: December 13, 2021

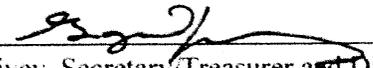


Margaret Walden, At-Large Non-Voting Director

RESIGNATION

I hereby resign as Secretary/Treasurer and a Member of the Board of Directors of The Peninsula Master Association, Inc., effective December 13, 2021.

Dated: December 13, 2021

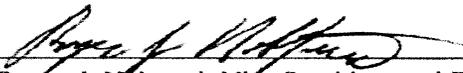


Gary D. Spivey, Secretary/Treasurer and Director

RESIGNATION

I hereby resign as Vice President and a Member of the Board of Directors of The Peninsula Master Association, Inc., effective December 13, 2021.

Dated: December 13, 2021

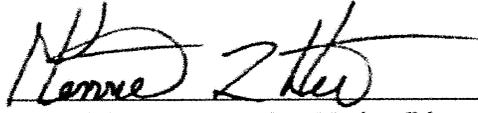


Royce J. Malstead, Vice President and Director

RESIGNATION

I hereby resign as at-large non-voting Member of the Board of Directors of The Peninsula Master Association, Inc., effective December 13, 2021.

Dated: December 13, 2021



Ken Hisle, At-Large Non-Voting Director

The Villas at Peninsula

December 8, 2021

Mr. Ron Durham
President, Master Association
Peninsula Golf & Racquet

Mr. Durham,
As owner of Parcel M and President of The Villas at Peninsula, I am designating Mr. Russell Smith as my proxy for the upcoming special association meeting on Monday December 13, 2021.

If you have any questions or need any further information, please feel free to contact me.

Sincerely,



Philip Harris
President
The Villas at Peninsula