

**OCEAN DUNES TOWER II HOMEOWNERS' ASSOCIATION, INC.
SPECIAL CALL MEETING OF THE MEMBERSHIP
MAY 17, 2008**

DRAFT ONLY-TO BE APPROVED AT NEXT ANNUAL MEETING

An Ocean Dunes Tower II Homeowners' Association, Inc. (HOA) special call meeting of the membership was held on Saturday May 17, 2008 at 8:30 in the Sand Dunes Resort in Myrtle Beach, South Carolina. Members present registered for the meeting and received an Official Ballot for the meeting.

The purpose of the meeting was to vote on a proposed amendment to the Master Deed to increase the composition of the Board of Directors from three members to five members.

Mr. Caton, President of the HOA called the meeting to order. He introduced the other Board members present who are Mike Holland and Ken Metcalfe. He also introduced Paul Lohman and Paul Carsch from Resort Association Management, Inc., (RAM) the property management company. He also introduced Mr. Moss, attorney, who is to serve as parliamentarian for the meeting.

Mr. Lohman announced that all members were mailed a notice of the meeting and that a Proof of Notice of the meeting was in the HOA corporate records.

Kathy Strehle and Paul Lohman supervised the registration and verified all proxies. Both agreed on the fact that a quorum of the membership was present or represented by proxy.

Mr. Caton reiterated the purpose of the meeting and noted that the amended by-laws required a vote of 80% of the membership to vote in the affirmative in order to amend the by-laws.

The vote was called.

The ballots were collected and counted by Paul Lohman and Kathy Strehle. Both agreed on the results. The results were that 51 units voted in favor of amending the By-Laws. This represented 60.1392% of the membership (1.1792% x 51). There were 4 votes against the amendment and 6 abstaining. Thus, the proposed amendment did not pass.

Mr. Caton announced that the regular annual meeting will commence after the Special Call Meeting. There being no other business to conduct for the Special Call Meeting, the meeting was adjourned.

Respectfully submitted: _____ Secretary

_____ President