

**MINUTES OF THE
GENERAL MEMBERSHIP
OF
South Potomac Valley Property Owners Association, Inc.
PO Box 45
Levels, WV 25431**

Pursuant to notice, an annual meeting of the General Membership of the above corporation was held on October 03, 1998 at 1:00 P.m. at Levels Fire Department, West Virginia.

The purpose of the meeting: Annual Membership Meeting

I. QUORUM. A quorum was declared present based on the presence of the following Directors: John W Miller, Angela Asbury, Charles Llewellyn, and Chris Fischer and the following Shareholders (Members) who were present or represented by proxy as follows:

- Shareholder: John W Miller
Number of Shares: 5
The Shareholder was represented in person.

- Shareholder: Angela Asbury
Number of Shares: 2
The Shareholder was represented in person.

- Shareholder: Charles Llewellyn
Number of Shares: 5
The Shareholder was represented in person.

- Shareholder: Al Burd
Number of Shares: 5
The Shareholder was represented in person.

- Shareholder: Chris Fischer
Number of Shares: 2 ✓
The Shareholder was represented in person.

- Shareholder: Ed Dennis
Number of Shares: 5
The Shareholder was represented in person.

- Shareholder: Douglas Lombard
Number of Shares: 2
The Shareholder was represented in person.

- Shareholder: Charles Surber
Number of Shares: 2
The Shareholder was represented in person.

- Shareholder: Fred Adams
Number of Shares: 3
The Shareholder was represented in person.

- Shareholder: Tom Matthews
Number of Shares: 1
The Shareholder was represented in person.
- Shareholder: Bruce Dunn
Number of Shares: 2
The Shareholder was represented in person.
- Shareholder: Frank Jenkins
Number of Shares: 3
The Shareholder was represented in person.
- Shareholder: Donnie Largent ✓
Number of Shares: 1
The Shareholder was represented in person.
- Shareholder: C.W.W. Stultz ✓
Number of Shares: 3 (A)
The Shareholder was represented in person.
- Shareholder: Eugene & Charlene Pietra ✓
Number of Shares: 6
The Shareholder was represented in person.
- Shareholder: Joe Brockmeyer (P)
Number of Shares: 2
The Shareholder was presented by Proxy; a copy of the proxy is attached
- Shareholder: J.R. Gorham (P)
Number of Shares: 3
The Shareholder was presented by Proxy; a copy of the proxy is attached
- Shareholder: Nathalie Mundel (P)
Number of Shares: 2
The Shareholder was presented by Proxy; a copy of the proxy is attached
- Shareholder: Ralph Hoffer (P)
Number of Shares: 2
The Shareholder was presented by Proxy; a copy of the proxy is attached
- Shareholder: Richard Collins (P)
Number of Shares: 2
The Shareholder was presented by Proxy; a copy of the proxy is attached
- Shareholder: Richard Dadds (P)
Number of Shares: 1
The Shareholder was presented by Proxy; a copy of the proxy is attached

The following corporate actions were taken by appropriate motions duly made, seconded, and adopted by the majority vote of the Directors and Shareholders entitled to vote (unless a higher voting approval is stated).

II. ELECTION OF CHAIRPERSON AND SECRETARY. Angela Asbury was appointed chairperson of the meeting, and John W Miller was appointed as secretary to prepare a record of the proceedings.

III. ELECTION OF OFFICERS. The following Officers were elected:

Name: C.W.W. Stultz
Office: President/COB
Address: 150 E. Gravel Lane
Romney, West Virginia _____

IV. REPORTS.

- Report by Chris Fischer.
Treasures Report (Enclosure)

- Report by John W Miller.
Minutes of last General Meeting (Enclosure)

V. APPROVAL OF ACTIONS SECTION. The actions and undertakings of the Directors, Officers, Employees, and Agents of the corporation were approved with respect to:

- All actions subsequent to the last meeting of the Board of Directors and Shareholders.
- Civil Action Case 98-C-28: This action is ongoing. No decision has been made as to how the Association will resolve the right-of-way and road maintenance issue.

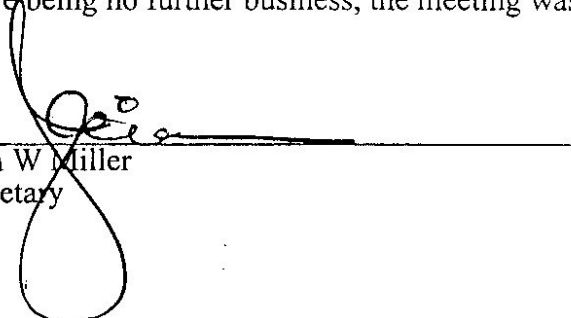
VI. FINANCIAL STATEMENTS PRESENTATION. The financial statements for the year ending October 03, 1998, as prepared by the corporation's Treasurer, Chris Fischer, were approved. Highlights of the financial statements included: A decline in the annual dues due to members purchasing multiple adjoining lots. Investigate other sources of funding.

VII. AUTHORIZATION OF CORPORATE ACTION. The Officers and Directors were authorized to take all actions and to sign all documents reasonably needed to:

- Conduct day-to-day business.

VIII. NEXT MEETING. The next meeting of the Board of Directors and Shareholders will be held on October 02, 1999, at 1:00 P.M., at Levels Fire Department Meeting Hall

There being no further business, the meeting was duly adjourned.



John W Miller
Secretary