

BY-LAWS

OF

ATTACHED HOMES CORPORATION

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BY-LAWS

OF

ATTACHED HOMES CORPORATION

Attached Homes Corporation has been formed as an Ohio non-profit corporation to act as the homeowners' association of and for the attached homes located in the real estate subdivision known as The Country Place.

For the purposes of the statutes which control non-profit corporations of Ohio (particularly, but not limited to, Sections 1702.10, 1702.11 and 1702.30) the following By-Laws shall be deemed to constitute the Regulations of this corporation.

## CHAPTER I

### NAME AND LOCATION

Section 1.1 The Corporation. The name of this non-profit corporation, Attached Homes Corporation, will not be set forth in full at every point it would appear throughout these By-Laws, but instead in some places may be referred to as the "Corporation". The principal office of the Corporation shall be located in Washington Township, Ohio at such place as may be designated by the Trustees from time to time or at such other location as the Trustees subsequently decide upon, but meetings of members and trustees may be held at such places within Montgomery County, Ohio or any adjacent county in said state as may be selected from time to time by the Board of Trustees.

## CHAPTER II

### DEFINITIONS

Section 2.1 Reference to Supplementary Declaration of Covenants, Conditions and Restrictions. For all purposes throughout these By-Laws, the definitions contained in the Supplementary Declaration which imposes the Covenants, Conditions and Restrictions applicable to the Lots and any Restricted Common Area used for the attached homes shall apply as well as the definitions in the original Declaration for The Country Place as recorded at deed microfiche 82-200A01, to the extent they do not conflict with definitions in said Supplementary Declaration, and those definitions are incorporated by reference in these By-Laws as fully as though completely rewritten.

## CHAPTER III

### MEETING OF MEMBERS

Section 3.1 Annual Meetings. The first annual meeting of the members shall be held after the first fiscal year of the Corporation has been completed, on a date between ninety and one hundred twenty days immediately after the expiration of said fiscal year, at the hour of 7:30 p.m. or at such other hour as the Trustees may determine and on such specific date as may be selected by the Trustees in the notices of the annual meetings. Thereafter the annual meeting shall be held during said period of ninety to one hundred twenty days after the close of each fiscal year, with

the Trustees having the right to select the exact date and vary the hour of such meeting as long as the date and hour are set forth in the notices of such meetings. The Board of Trustees shall give written direction to the secretary of the date, hour, place and purposes of each annual meeting, so as to enable the secretary to comply with the procedural requirements for giving notice of each annual meeting, as set forth below in these By-Laws. If the Trustees set some permanent date on which the annual meeting is to be held each year, and if that date falls on a legal holiday, Saturday, or Sunday, such meeting shall be held on the next following weekday.

Section 3.2 Special Meetings. Special meetings of the members may be called by any of the following:

- a. In writing by the president of the Corporation, or in the case of the president's absence, death or disability, the vice president authorized to exercise the authority of the president.
- b. In writing by the Trustees by action at a meeting, or by a majority of the Trustees acting without a meeting but in writing;
- c. In writing by members who are entitled to vote not less than one-fourth (1/4) of the total voting power of members of the Corporation.

Written calls for special meetings shall specify the time, day, place and purpose of such meetings and shall be delivered to the secretary in order that the secretary will be able to comply with the procedural requirements for giving notice of meetings, as set forth below in these By-Laws.

Section 3.3 Notice of Meetings. Written notice of annual and special meetings of the members shall be given by or at the direction of the secretary or persons authorized to call such meetings by mailing a copy of such notice, postage prepaid, at least ten and not more than sixty days before such meeting to each member entitled to vote thereat, addressed to the member's address as it appears on the books of the Corporation. Such address shall be deemed to be the address of the lot and attached dwelling owned by such member, unless the Corporation is given written notice of a different address by the member. Notice of any meeting, annual or special, shall set forth the place, day, hour and also the purposes of the meeting as may be described in the written call for such meeting. The Board of Trustees may in any event add additional items of business to be included in such notices and to be transacted at such meetings. No business other

than that specified in the call for a meeting (plus items of business added by the Board of Trustees) and described in the written Notice shall be transacted at the meeting.

Section 3.4 Waiver of Notice; Action by Members Without Meeting. Notice of the time, place and purpose of any meeting may be waived only as follows: (a) in writing before, during or after the holding of such meeting; or (b) by the attendance of any member at such meeting. In accordance with Ohio statute 1702.25, any action which may be authorized or taken at a meeting of members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, those Lot owners (i.e. members of this Corporation) who hold not less than fifty-one percent of the total voting power of members of the Corporation (except to the extent that the statutes of Ohio, the Articles of Incorporation, these By-Laws or the Supplementary Declaration require a greater proportion or number of votes for the particular action sought to be taken, in which case the writing or writings must be signed by such greater proportion or number). Any such writing(s) shall be filed with or entered upon the records of the Corporation.

Section 3.5 Quorum. The presence at the meeting of members entitled to vote, and/or the receipt of proxies entitling the holder thereof to cast, a majority of the voting power of the Corporation entitled to vote upon the questions involved in the stated purposes of the meeting shall constitute a quorum for any action to be taken upon those stated purposes. If, however, one of the stated purposes requires a vote of more than such majority, a quorum for that purpose shall be no less than the percentage of voting power so required.

Section 3.6 Adjournment of Meetings of Members. Whether or not a quorum is present, the holders of a majority of the votes represented at any meeting may adjourn such meeting of the members to a subsequent date. If the specific date, time and place to which such meeting is adjourned is fixed and announced at such meeting, written notice of said facts need not be given to members who were present at the meeting and were still in attendance at the time of such announcement, but in any event written notice of the specific date, time and place to which such meeting is adjourned shall be given, in the manner set forth in these By-Laws for any other meeting of members, to all members not present at such meeting at the time the announcement was made. The purposes of any adjourned meeting shall be limited to the purposes of the original meeting, as specified in this written notice thereof.

Section 3.7 Proxies. A member who is entitled to vote or to execute consents, or waivers, or releases may be repre-

sented at a meeting by, and may exercise any of his rights as a member through a proxy or proxies appointed in a writing signed by such member. The appointment of a proxy shall be invalid after the expiration of eleven months after it is made unless the writing specifies the date on which it is to expire or the length of time it is to continue in force. Every appointment of a proxy shall be revocable unless such appointment of a proxy is coupled with an interest. A revocation of a revocable appointment of a proxy may be made only as follows: (a) by the member who granted the original proxy executing a subsequent written proxy and delivering it to the Corporation; or (b) by the member who granted the proxy executing a written notice of revocation thereof and delivering such notice to the Corporation; or (c) by the member who granted the proxy attending a meeting of the members and during such meeting obtaining the floor and announcing his revocation of the proxy. No revocation or expiration shall invalidate or affect any votes previously cast or actions previously taken by the proxy holder, and the mere presence at a meeting of a member who has granted a proxy shall not be deemed to revoke the appointment of such a proxy. A revocable appointment of a proxy is not revoked by the death or incompetency of the member who gave the proxy unless, before the vote is taken or the authority granted is otherwise exercised, written notice of such death or incompetency of the member is received by the Corporation from the executor or administrator of the estate of such maker, or from the fiduciary having control of the ownership rights of the Unit through which the member originally obtained a voting right, or through receipt of a certified copy of a death certificate or a certified copy of a Court Order declaring the member to be of unsound mind or appointing a guardian for the member.

Section 3.8 Vote Required for Action by Members. When a quorum is present or represented at any meeting of the members, a majority of the voting power present or represented by proxy at such meeting may decide any question brought before the meeting, unless the issue is one upon which by express provision of the Articles of Incorporation, the Supplementary Declaration, these By-laws or by Ohio law a different vote is required, in which case such express provisions shall govern and control the vote necessary to decide the question.

Section 3.9 Exercise of Vote. The vote for any Lot as to which ownership is held by more than one person or entity may be exercised by any one of such persons or entities, unless an objection or protest or contrary vote by any other member who is a co-owner of the same Lot is made no later than five minutes after completion of the particular issue or election being voted upon, in which case no vote whatsoever shall be counted for such lot. Voting may not be secret and proxy votes must also be announced, so as to give opportunity for such objection, protest or contrary vote.

## CHAPTER IV

### BOARD OF TRUSTEES; MISCELLANEOUS PROVISIONS

Section 4.1 Number. The affairs of Attached Homes Corporation shall be managed by a Board of Trustees as is required by Ohio statutes dealing with non-profit corporations. All said Trustees shall be required to be members of the Corporation excepting those serving as Trustees through appointment in the Articles of Incorporation or through subsequent appointment or election by the Developer. The Corporation has been formed and created with three Trustees, and the number of Trustees may be increased by a vote of the members of the Corporation, but the number of the Trustees shall not be reduced below three.

Section 4.2 Term of Office. The Articles of Incorporation named the initial three Trustees and the Supplementary Declaration designated their terms in office. The terms of Trustees elected subsequently shall be for three years each, except that the initial terms may be staggered (for example, for one, two and three years) in order to avoid all terms expiring at the same time in the future.

Section 4.3 Removal. Each Trustee shall serve as such for the term for which he was elected or appointed. Each Trustee elected by the membership may be removed from such position for good cause shown at a meeting held for that purpose and by a majority of the then voting power of the membership. The Developer shall have the sole right to remove, at any time(s) and with or without cause, any one or more of the Trustees named in the Articles of Incorporation that created the Corporation and any one or more successor or replacement Trustees whom the Developer may have appointed or elected.

Section 4.4 Vacancies. A vacancy in the Board of Trustees shall be deemed to exist if any Trustee dies, resigns, is declared by Court Order to be of unsound mind (or if a Court Order appoints a guardian for that Trustee), fails to attend three consecutive duly called meetings without his absence being excused, fails to pay three or more assessments when due, is removed from office during his term as Trustee or, if such Trustee is required to be a member of the Corporation, upon his ceasing to be such a member. A vacancy in the Board of Trustees shall also be deemed to exist in the event the members act to increase the authorized number of Trustees but fail to elect the additional Trustee provided for, or at any time at which the members fail to elect the entire authorized number of Trustees. Any vacancy shall be filled by the remaining Trustees for the balance of the unexpired term except that the Developer shall have the sole right to fill vacan-



cies with regard to Trustees named in the Articles of Incorporation or subsequently appointed by Developer.

Section 4.5 Compensation. Until all Trustees are elected by vote of the members as a whole (as opposed to being named in the Articles of Incorporation or appointed or elected solely by Developer) no Trustee shall receive compensation for service rendered to the Corporation in the capacity as Trustee. After that point in time Trustees may receive such compensation as may be determined by the members. At any time, however, each Trustee shall be reimbursed for actual expenses incurred in the performance of Trustee duties. (Compensation of officers is to be set by the Trustees, and the fact that an officer is also a Trustee shall not bar that person from receiving compensation as such officer.)

Section 4.6 Action Taken Without a Meeting. In accordance with the terms of Ohio statute 1702.25, any action which may be authorized or taken at a meeting of the Trustees may be authorized or taken without a meeting by the affirmative vote, consent or approval of, and in a writing or writings signed by, all of the Trustees who would be entitled to notice of a meeting to be held for the purpose of accomplishing such action. Any such writing shall be filed with or entered upon the records of the Corporation.

## CHAPTER V

### NOMINATION AND ELECTION OF TRUSTEES

Section 5.1 Nomination. Nominations for election to the Board of Trustees of the Corporation shall be made by a nominating committee if one exists; provided, however, that nominations may also be made from the floor at any meeting called to elect one or more Trustees. Any nominating committee which exists shall be appointed by the Board of Trustees and shall consist of not less than two nor more than four persons all of whom shall be members of the Corporation. If there are enough members of the Corporation who are not Trustees and who are willing to serve as the nominating committee, a majority of any such nominating committee shall consist of persons who are not then serving as Trustees. The appointments to such committee shall expire immediately upon completion of the election for which the nominations were made, and a new nominating committee may be appointed by the Board of Trustees prior to the next election. In the event the Trustees fail to appoint such a committee, all nominations shall be made from the floor.

Section 5.2 Election. Election to the Board of Trustees shall be by written ballot. At such election the members or their proxies may cast, in respect to each Trustee position to be elected, as many votes as they are entitled to exercise under the provisions of the Declaration or the Articles of Incorporation. The persons receiving the largest number of votes shall be elected; provided, however, that in the event said number of votes is less than a majority, a run-off election shall be held between the two candidates receiving the highest number of votes, so as to insure that those persons elected to the Board of Trustees have been selected by a majority of the voting power of the members of the Corporation present in person or by proxy at that meeting.

## CHAPTER VI

### MEETINGS OF TRUSTEES

Section 6.1 Regular Meetings, Frequency and Place. Regular meetings of the Board of Trustees shall be held quarterly (or more or less frequently as the Board may decide by resolution at any meeting) and shall be held within Montgomery County, Ohio or any adjacent county in said state.

Section 6.2 Special Meetings, Called by, Place. Special meetings of the Board of Trustees may be called in writing at any time by the chairman of the Board, by the president, or by any two Trustees, and shall be held within the same geographical limits as apply to regular meeting of Trustees.

Section 6.3 Notice of Meetings. Written notice of regular and special meetings of the Trustees shall be given to each Trustee by or at the direction of the secretary or persons authorized to call such meetings in the manner required by Ohio statute 1702.31, either by personal delivery or by mail, telegram or cablegram and shall be given not less than three nor more than twenty days prior to the date of each meeting. Each Trustee must keep his or her current address on file with the secretary of the Corporation, and notices of meetings shall be deemed given if directed in the proper manner to such address. Notice of any meeting, regular or special, shall set forth the place, day, hour and also the purposes of the meeting as may be described in the written call for such meeting. Persons calling a special meeting shall have the duty to transmit such written call, including a description of the purposes of the meeting, to the secretary in adequate time to permit the preparation and issuance of the required notices, and the chairman of the Board or the president may add additional purposes or items of business to be included in the notice of any meeting. No business other

than that specified in the call for such a meeting (together with any additional items or business added by the chairman of the Board or the president) and listed in the notice of any meeting shall be transacted at such meeting.

Section 6.4 Waiver of Notice; Meetings Limited to Trustees. Notice of the time, place and purpose of any meeting may be waived only as follows: (a) in writing before, during or after the holding of such meeting; or (b) by the attendance of any Trustee at such meeting. In the same manner that corporations organized for profit provide for meetings of shareholders and also provide for separate meetings of the Board of Directors (with the result that attendance at such meetings is limited to the category involved, i.e. owners of shares of stock at shareholders' meetings, and directors at meetings of the Board of Directors) so meetings of the Board of Trustees shall be limited to the Trustees and to such agents, employees and invitees as the Board may wish to have present. In any event, however, as long as an appointee of the Developer serves as a Trustee any attorney and/or accountant and/or other representative of the Developer shall be conclusively presumed to have an invitation to be present and shall have full rights to attend and speak at meetings of the Board.

Section 6.5 Quorum. A majority of the Trustees serving at the time shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be regarded as the act or decision of the Board.

Section 6.6 Adjournment of Trustees' Meetings. Whether or not a quorum is present the Trustees present at a meeting may adjourn any such meeting of the Trustees to a subsequent date. If said subsequent date, time and place to which such meeting is adjourned are fixed and announced at the meeting, written notice of said facts needs not be given to Trustees who were present at the time of such announcement, but in any event written notice of the date, time and place to which such meeting is adjourned shall be given, in the manner set forth in these By-Laws for any other meeting of Trustees, to all Trustees not so present at the time of such announcement. The purposes of any adjourned meeting shall be limited to the purposes of the original meeting, as specified in the written notice thereof.

Section 6.7 Meetings to Elect Officers. A regular or a special meeting of the Board of Trustees shall be held each year on the same day as and immediately following the annual meeting of the members of this Corporation, for the purpose of electing officers of the Corporation.

Section 6.8 Meetings by Means of Communication Equipment. Meetings of Trustees may be held through any communications equipment if all persons participating can hear each other, and action may be taken by the Trustees at such meetings without the necessity of any writing signed by all of the Trustees, but such oral actions shall be documented subsequently in written minutes maintained as part of the records of the Corporation.

## CHAPTER VII

### POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 7.1 Powers. All of the power and authority of the Corporation shall be exercised by its Board of Trustees and not by the members of the Corporation, except in those limited situations in which the laws of Ohio, the Supplementary Declaration or the Articles of Incorporation require that some specific action be authorized or taken by a vote of the members. The authority and power of the Board of Trustees shall include, but shall not be limited to, the power to:

- a. Adopt and publish reasonable rules and regulations governing the use of the Lots and any Restricted Common Area used for the attached homes and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b. Suspend the voting rights and the right to be elected or serve as an officer or Trustee of this Corporation during any period in which such member shall be in default in the payment of any assessment levied by the Corporation and for a period not to exceed sixty days for each infraction of published rules and regulations or of any provision of the Supplemental Declaration;
- c. Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation;
- d. Employ any manager, independant contractor, attorney, accountant and such employees and/or agents as the Board of Trustees may deem necessary or appropriate.

Section 7.2 Duties. It shall be the duty of the Board of Trustees to take all such action as may be necessary or appropriate to operate and manage the Corporation within the scope of the powers of the Board, including but not limited to

the duties to:

a. Cause to be kept a record of the acts and decisions of this Corporation in the form of a non-profit corporation minute book containing minutes of the meetings of Trustees and of meetings of members, which minutes shall record the actions and decisions taken and made by official resolution at such meetings. These records shall be available, as a statement of the actions and decisions of the Trustees, to the members at each annual and special meeting of the members.

b. Elect, supervise and remove all officers of the Corporation and to determine the compensation of those officers;

c. To act on assessment matters, as required by the Supplementary Declaration, so as to;

1. Fix the amount of assessments against each Lot subject to the Supplementary Declaration in the manner required therein (these shall be those assessments pertaining solely to the attached homes, since any assessments pertaining to the entire residential planned unit development known as The Country Place will be fixed and levied by a separate non-profit corporation known as The Country Place Association;

2. Send written notice of each assessment, to the extent and in the manner required by the Supplemental Declaration, to every person who is an owner or title holder subject to such assessments at that time;

3. Foreclose the lien against any Lot for which assessments are not paid within thirty days after the date the lien is filed for record and/or to bring an action at law for recovery of the unpaid assessments, if the amount of such assessments is such that in the opinion of the Board it would be sound business judgment to foreclose such lien and/or to bring such a collection action at law;

d. Issue, or to cause an appropriate officer to issue, upon written demand by any person reasonably entitled to such information, a certificate setting forth whether or not assessments against a particular Lot or Lots have been paid and the amount of unpaid assessments. A reasonable charge per Lot may be made by the Board for the issuance of these certificates. Such a certificate shall be conclusive evidence of the payment of

assessments and the amount of unpaid assessments, as set forth thereon;

e. Procure and maintain insurance as provided by the Supplementary Declaration;

f. Cause annual financial statements of the fiscal condition of the Corporation, both balance sheets and income statements, to be made available to all members once each year; and to cause all officers or employees having fiscal responsibilities to be bonded if the Board deems it advisable to do so;

g. Cause the maintenance work described in the Supplementary Declaration to be performed with regard to Lots and any Restricted Common Area used for the attached homes to the extent the Trustees deem such maintenance to be reasonably necessary and appropriate;

h. Keep, or provide for the keeping of, correct and complete books and records of account, so as to specify the receipts and expenditures relating to the Restricted Common Area and other common receipts and expenses among and from the Lot owners; also to or cause the secretary to keep minutes of annual and special meetings of members (Lot owners) and records of the names and addresses of the members.

## CHAPTER VIII

### OFFICERS AND THEIR DUTIES

Section 8.1 Enumeration of Officers. The officers which the Corporation is required to designate and elect shall be those required by Ohio statute 1702.34, to-wit: a president, a secretary and a treasurer. Officers who are not required but who may be designated and elected by the Board of Trustees include, without limitation, one or more vice presidents, assistant officers, and other miscellaneous officers. Further, the Board of Trustees may designate a chairman to preside at meetings of that Board. No officer other than the president (and the chairman of the Board) need be a member of the Board of Trustees. In the event of absence of any officer of the Corporation or for any other reason which the Board of Trustees may deem sufficient, the Board of Trustees may delegate powers or duties of the absent officer to any other officer.

Section 8.2 Election of Officers. The election of officers shall take place at the first meeting of the Board of trustees following each annual meeting of the members.

Section 8.3 Term. Each officer of this Corporation shall hold office for such term as may be designated by the Trustees and for such longer time until his successor is elected, unless he shall sooner die, resign, be removed, or otherwise cease to act as such officer, or be disqualified from serving. The election or designation of an officer for a given term shall not be deemed to create contract rights in such person to the term of office. No action by any officer shall be deemed to be void or voidable at the election of the Corporation or of any other person merely by virtue of the fact that the term of said officer has expired without a successor being elected or designated and/or without the officership position having been eliminated by action of the Trustees.

Section 8.4 Special Designation of Officers. As authorized by Section 8.1 above, the Board may elect such other officers as the affairs of the Corporation may require and each of these shall hold office for such period, have such authority, and perform such duties as the Board of Trustees may, from time to time, determine.

Section 8.5 Resignation and Removal. Any officer may be removed from office at any time with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary; such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.6 Vacancies. A vacancy in any office shall be filled, if at all, by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced. A vacancy shall be deemed to exist if any officer fails to pay three or more assessments when due.

Section 8.7 Multiple Offices. The offices of secretary and treasurer may be held by the same person as may the positions of president and chairman of the Board of Trustees. No other combination of officers may be held by any one person.

Section 8.8 Duties. The duties of the officers shall be as follows:

- a. President. The president shall preside at all meetings of the members and, unless the Board of Trustees

has designated a chairman of the Board, shall preside at all meetings of the Board of Trustees. The president shall see that orders and resolutions of the board are carried out; shall sign (together with the secretary or any other officer) or delegate authority to sign all leases, mortgages, deeds and other written agreements; shall sign or co-sign all promissory notes; shall be one of the officers authorized to sign on any checks issued by the Corporation; and shall in general perform all duties of the chief executive officer of this corporation, always being subject to the superior authority of the Board of Trustees.

b. Vice President. The vice president (if any such officer has been elected by the Board of Trustees) shall act in the place and stead of the president in the event of his absence or inability to act, and shall exercise and discharge such other duties as may be required of him by the Board or delegated to him by the president.

c. Secretary. The secretary shall keep the minutes of all meetings of the members so as to show the official actions and decisions taken and made at such meetings. If the secretary is also a Trustee, the secretary shall keep similar minutes with regard to meetings of the Board of Trustees. He shall serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Corporation together with their addresses, and shall perform such other duties as required by the Board or delegated to him by the president or vice president. The position of secretary may be filled by the attorney at law designated by the Board to represent the Corporation.

d. Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all money of the Corporation and shall disburse such funds as directed by the president or by resolution of the Board of Trustees; shall sign or co-sign all promissory notes, and shall be one of the authorized signers on checks, of the Corporation; keep proper books of account, cause annual financial statements of the Corporation's fiscal condition to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the annual meeting of members and deliver a copy thereof to that meeting and to the Board of Trustees in advance of that meeting. Unless designated to the contrary by the Trustees, the fiscal year of the Corporation shall be co-extensive with the calendar year



and the treasurer shall keep his books on that basis. The treasurer shall perform such other duties as the Board of Trustees may require or as may be delegated to him by the president or vice president.

All or any portion of these duties may be transferred by the Board of Trustees from the treasurer to an independant bookkeeper or accountant employed by the Trustees or to a manager or other agent of the Corporation employed by the Board of Trustees.

## CHAPTER IX

### COMMITTEES

Section 9.1 Various Committees. The Board of Trustees may (but is not required to) appoint a Nominating Committee as explained in Chapter V, Section 5.1 of these By-Laws and may also appoint such other committees as the Board deems appropriate in carrying out the purposes of this Corporation, including but not limited to:

a. A Maintenance Committee which shall advise the Board of Trustees on all matters pertaining to the maintenance and repair of the real estate subject to the maintenance and repair authority of this Corporation, and which shall perform such other functions as the Board in its discretion may determine;

b. An Audit Committee which shall review the annual financial statements of the Corporation's fiscal condition and approve the annual budget and statement of income and expenditures to be presented to the membership at the annual meeting of members. The treasurer shall be an ex officio member of such a committee if it is created by the Board.

Section 9.2 Receiving Complaints. It shall be the duty of each committee to receive complaints from members on any matters involving Corporation functions, facilities, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Trustee or officer of the Corporation as is further concerned with the matter presented. Provided, however, that the Board of Trustees shall retain ultimate control, authority and responsibility and that the Board shall have the authority to reverse or override any action of any committee.

Section 9.3 Responsibility to Trustees. No committee shall be deemed to constitute a standing committee, and all committee members appointed by the Trustees shall be deemed to have been appointed to serve as such for a term of only one year or until such earlier or later date that the Trustees determine to eliminate that position or committee.

## CHAPTER X

### BOOKS AND RECORDS

Section 10.1 Documents Available for Inspection. The books records and papers of the Corporation shall at all times during reasonable business hours be subject to inspection by any member, Trustee, officer or attorney representing the same for any reasonable and proper purpose. A copy of the Supplementary Declaration, of the Articles of Incorporation, of these By-laws, and of any rules and regulations of this Corporation shall be available for inspection by any member at the principal office of the Corporation (or, during such time as a majority of the Trustees have been appointed by Developer, in the office of the Developer, from whom additional copies may be purchased at reasonable cost).

## CHAPTER XI

### CORPORATE SEAL

The Corporation shall not be required to have or use a corporate seal.

## CHAPTER XII

### AMENDMENTS

Section 13.1 Method of Amending. These By-Laws may be amended by the same votes or consents and in the same manner as the Supplementary Declaration may be amended, as provided in Section 11.5 thereof which is incorporated herein by reference.

Section 13.2 Conflict among Supplementary Declaration, By-Laws and Articles of Incorporation. In the event of any conflict between the Articles of Incorporation and these By-Laws or any amendment thereto, the Articles shall control; and in the event of any conflict between the Supplementary Declaration and these By-Laws or any amendment thereto, the Supplementary Declaration shall control; and in the event of any conflict between the Supplementary Declaration and the Articles of Incorporation, the Supplementary Declaration shall control.

CHAPTER XIII

ORDER OF BUSINESS

At any meeting of the members or Trustees of this Corporation the order of business shall be as follows: (1) call meeting to order; (2) designation of chairman and secretary for the meeting; (3) proof of notice, waivers of notice; (4) role call, including filing of proxies with secretary; (5) approval of minutes of previous meeting; (6) reports of various committees or individuals; (7) if annual meeting or meetings called for that purpose, election of Trustees or officers; (8) unfinished business; (9) new business; (10) adjournment.

IN WITNESS WHEREOF, we, being all of the Trustees of the Corporation, have hereunto set our hands this 12th day of September, 1983.

1st Gerald T Koszycki  
GERALD T. KOSZYCKI

1st Barbara A. Duckro  
BARBARA A. DUCKRO

1st John E Duckro  
JOHN E. DUCKRO

SEP 12 83

-17-

NO TRANSFER NEEDED  
ROBERT L. RODERER  
COUNTY AUDITOR  
Condo44@AHC.Bldg 117

- 83 429B02-

2

1983

GENERAL WARRANTY DEED \* 067-284-4-20, 21, 22

John E. Duckro, Inc., an Ohio corporation, the Grantor,

of Montgomery County, Ohio

for valuable consideration paid, granted with general warranty covenants to

James R. Gould, Trustee, the Grantee

whose mailing address is

1300 Talbott Tower, Dayton, Ohio, 45402,

the following REAL PROPERTY: Situated in the County of Montgomery in the State

of Ohio and in the Township of Washington

Being Lots 4-A,  
4-B and 4-C in Section One-A of The Country  
Place as recorded in Plat Book 118 at Page  
6 in the office of the Recorder of said  
county.

LEXI B. PEGG  
RECORDER

10-C

SEP 12 4 05 PM '83

MUNICIPALITY CO., OHIO

Subject to all conditions, limitations,  
easements and restrictions of record and to  
all legal highways, including all provisions  
of the Supplementary Declaration for The  
Country Place as recorded at microfiche  
63428A01 of the deed records of Mont-  
gomery County, Ohio.

Prior Instrument Reference 01-227006  
XXXXXXXXXXXX of the Deed Records of Montgomery  
County, Ohio

Witness his hands this 12<sup>th</sup> day  
of September, 1983.

Signed and acknowledged in the presence of:

Witness

JOHN E. DUCKRO, INC., an Ohio corporation

By: John E. Duckro, President

State of Ohio County of Montgomery ss.

BE IT REMEMBERED, That on this 12<sup>th</sup> day of September, 1983, before me,  
the subscriber a Notary Public in and for said county, personally came JOHN E.  
DUCKRO, INC., by John E. Duckro, its President, the Grantor in the  
foregoing Deed and acknowledged the signing thereof to be the voluntary act and deed, of  
such corporation and of himself as President, without need of another officer.  
IN TESTIMONY THEREOF, I have hereunto subscribed my name and affixed my seal on this day

and year aforesaid.  
Notary Public

VICKY A. FURROW, Notary Public  
in and for the State of Ohio  
My Commission Expires MAY 21, 1984

This instrument was prepared by JAMES R. GOULD, of the law firm of  
1300 Talbott Tower, Dayton, Ohio, 45402,  
Telephone: 513/222-1201

1 Name of Grantor(s) and marital status  
2 Description of land or interest therein and encumbrances, reservations, exceptions, taxes and assessments if any  
3 Delete whichever does not apply  
4 Execution in accordance with Chapter 5301 of the Revised Code of Ohio

Auditors and Recorder's Stamps

83 429B03

