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PATRICK J. O'MALLEY
CUYAHOGA CTY RECORDER

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AMENDMENT TO BYLAWS
OF
MACINTOSH FARMS CONDOMINIUM
NO. 1 OWNERS' ASSOCIATION
A Non-Profit Ohio Corporation

WHEREAS, the Bylaws of Macintosh Farms Condominium No. 1 Owners' Association provide at Article VII, Section 10 that provisions of the Bylaws may be amended by the unit owners at a meeting held for such purpose by an affirmative vote of not less than seventy-five percent (75%) of those with voting power; and

WHEREAS, the Condominium No. 1 Owners' Association, Article II, Section 2 provides that the number of Board Members shall be three (3); and

WHEREAS, the Board of Managers recommends that its number of members be increased to five (5) to provide ease in obtaining a quorum to conduct the powers, duties, and purposes of the Association as set forth in Section 10 of the Bylaws;

NOW, THEREFORE, upon the affirmative vote of not less than seventy-five percent (75%) of those unit owners with voting power:

Section 1. That Article II be and the same is hereby amended to read as follows:

ARTICLE II

BOARD OF MANAGERS

Section 1. Qualifications. Except as otherwise provided herein, all members of the Board of Managers (herein called "Board Members" or "Board") shall be Unit Owners; spouses of Unit Owners; mortgagees of Units; partners, agents or employees of partnerships owning a Unit; officers, directors, agents or employees of corporations or association owning a Unit; or fiduciaries, officers agents or employees of fiduciaries owning a Unit. Board Members elected or designated by the Declarant need not fulfill the qualifications imposed by this Section 1 of this Article II or any other qualifications imposed on Board Members elected by Unit Owners other than the Declarant, except as otherwise provided in these Bylaws or by law, and Board Members elected or designated by the Declarant may be removed only by the Declarant or as otherwise provided herein. If a Board Member shall cease to meet such qualifications during his term, he shall thereupon cease to be a member of the Board and his place on the Board shall be deemed vacant. No single Unit may be represented on the Board by more than one (1) person at any time.

Section 2. Number of Board Members. Subject to such limitations as are or may be imposed by Chapters 1702 and 5311 of

the Ohio Revised Code, the Declaration or these Bylaws, as any of the same may be lawfully amended from time to time, all power and authority of the Association shall be exercised by the Board of Managers consisting of five (5) persons.

Section 3. Election of Board Members by Declarant and Unit Owners Prior to the First Annual Meeting. Until such time as Condominium Ownership Interests to which less than twenty-five percent (25%) of the undivided interest in the Common Areas and Facilities appertain have been sold and conveyed by the Declarant, the Declarant shall have the right to elect or designate all five (5) Board Members. Not later than the time that Condominium Ownership interests to which twenty-five percent (25%) of the undivided interests in the Common Areas and Facilities appertain have been sold and conveyed by the Declarant, the Association shall meet and the Unit Owners, other than the Declarant, shall elect one (1) Board Member who shall replace one (1) of the Board Members previously elected or designated by the Declarant. The Declarant shall have the sole right to designate the one (1) Board Member who will be replaced. Since one (1) of the three (3) Board Members representing thirty-three and one-third percent (33-1/3%) of the Board Members, is to be elected by Unit Owners other than the Declarant when Condominium Ownership Interests to which twenty-five percent (25%) of the individual interest in the Common Areas and Facilities appertain have been sold or conveyed by the Declarant, it will not be necessary to have a meeting when Condominium Ownership Interests to which fifty percent (50%) of the individual interest in the Common Areas and Facilities appertain have been sold and conveyed by the Declarant, since, at that time, Unit Owners, other than the Declarant, will have elected the required thirty-three and one-third percent (33-1/3%) of the members of the Board.

Section 4. First Annual Meeting. Within thirty (30) days after the earlier of either: (a) five (5) years following the date of the establishment of the Association (or such earlier period of time as Declarant, at its option, may designate); or (b) the date of the sale and conveyance of Condominium Ownership Interests to which appertain seventy-five percent (75%) or more of the undivided interests in the Common Areas and Facilities to purchasers in good faith or value, the Association shall meet (herein referred to as the "First Annual Meeting") and elect all three (3), (subsequently changed to five (5) at 1996 Annual Meeting) members of the Board and all officers of the Association and all persons previously elected or designated whether by the Declarant or by the other Unit Owners shall immediately resign; provided, however, that such persons shall be eligible for re-election to the Board. The persons so elected at the First Annual Meeting shall take office upon such election and shall serve such terms for which they are elected in accordance with Section 5 of this Article II.

Section 5. Election of Board Members from and after the First Annual Meeting. Except for the procedures set forth in Section 3 of this Article II for the election of Board Members prior to the First Annual Meeting, Board Members shall be elected at the annual meeting of members of the Association, but when the annual meeting is not held or Board Members are not elected thereat, they may be elected at a special meeting called and held for that purpose. Such election shall be by written secret ballot whenever requested by any member of the Association; but, unless such request is made, the election may be conducted in any manner approved at such meeting.

Any Board Member elected or designated prior to the First Annual Meeting shall hold office for a term not to exceed one (1) year after his election or designation. Commencing with the First Annual Meeting, Board Members shall be elected for such terms so that the terms of office of not less than one-third of the Board Members shall expire each year. Accordingly at the Annual Meeting of the Association, three (3) Board Members shall be elected for a term of two (2) years, and two (2) Board Members shall be elected for a term of one (1) year.

All Board Members shall be elected in accordance with the provisions of this Article II. At meetings of the Association subsequent to the First Annual Meeting which are called for the purpose of electing Board Members, each Board Member shall be elected for terms of two (2) years or to complete unfinished terms.

Except as otherwise provided herein, each Board Member shall hold office until the expiration of his term and until his successor is elected, or until his earlier resignation, removal from office or death. An Board Member may resign at any time by oral statement to that effect made at a meeting of the Board or by a writing to that effect delivered to the Secretary of the Association; such resignation shall take effect immediately or at such other time as the Board Member may specify.

Each member of the Association may cast as many of his votes as there are Board Members to be elected. By way of example, if five (5) Board Members are to be elected, a member of the Association shall have the right to cast a maximum of five (5) votes, but not more than one (1) vote may be cast for any candidate. The candidates receiving the greatest number of votes shall be elected and those receiving the highest percentages of the total vote cast shall serve for the longest terms. Tie votes shall be decided by drawing of lots or by a flip of a coin.

Section 6. Organization Meeting. Immediately after each Annual Meeting of members of the Association, the newly elected Managers and those Managers whose terms hold over shall hold an organization meeting for the purpose of electing officers and transacting any other business. Notice of such meeting need not be given.

Section 7. Regular Meetings. Regular meetings of the Board of Managers may be held at such times and places as shall be determined by a majority of the Managers, but at least four (4) such meetings shall be held during each fiscal year.

Section 8. Special Meetings. Special meetings of the Board of Managers may be held at any time upon call by the President or any two Managers. Written notice of the time and place of each such meeting shall be given to each Manager either by personal delivery or by mail, telegram or telephone at least two (2) days before the meeting, which notice need not specify the purposes of the meeting; provided, however, that attendance of any Manager at any such meeting without protesting (prior to or at the commencement of the meeting) the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting and such notice may be waived in writing either before or after the holding of such meeting, by any Manager, which writing shall be filed with or entered upon the records of the meeting. Unless otherwise indicated in the notice thereof, any business may be transacted at any organization, regular or special meeting.

Section 9. Quorum; Adjournment. A quorum of the Board of Managers shall consist of a majority of the Managers then in office; provided that a majority of the Managers present at a meeting duly held, whether or not a quorum is present, may adjourn such meeting from time to time, if any meeting is adjourned, notice of such adjournment need not be given if the time and place to which such meeting is adjourned are fixed and announced at such meeting. At each meeting of the Board of Managers at which a quorum is present, all questions and business shall be determined by a majority vote of those present, except as may be otherwise expressly provided in the Declaration or in these Bylaws.

Section 10. Powers and Duties. Except as otherwise provided by law, the Declaration or these Bylaws, all power and authority of the Association shall be exercised by the Board. In carrying out the purposes of the Condominium Property and subject to the limitations prescribed by law, the Declaration or these Bylaws, the Board, for and on behalf of the Association, may do the following:

(A) Maintenance, repair, replacement and surveillance of the Condominium Property and the Common Areas and Facilities and certain of the Limited Common Areas.

(B) Levy of Assessments against the Unit Owners and the collection of same.

(C) Designation and dismissal of the personnel necessary for the maintenance and operation of the Condominium Property, the Common Areas and Facilities and the Limited Common Areas.

(D) In carrying out the purposes of the Association and subject to the limitations prescribed by law, the Declaration or these Bylaws, the Board, for and on behalf of the Association, may:

(1) Purchase or otherwise acquire, lease as lessee, hold, use, lease as lessor, sell, exchange, transfer, and dispose of property of any description or any interest therein.

(2) Make contracts.

(3) Effect insurance.

(4) Borrow money, and issue, sell, and pledge notes, bonds, and other evidence of indebtedness of the Association, provided, however, if such borrowing is in excess of Five Thousand Dollars (\$5,000.00), the prior approval of the members of the Association entitled to exercise a majority of the voting power of the Association shall be obtained at a special meeting duly held for such purpose.

(E) Employ a managing agent to perform such duties and services as the Board may authorize.

(F) Employ lawyers and accountants to perform such legal and accounting services as the Board may authorize.

(G) Adopt Rules and Regulations.

(H) To do all things permitted by law and exercise all power and authority within the purposes stated in these Bylaws or the Declaration or incidental thereto.

Section 11. Removal of Board Members. Except as otherwise provided herein and in the Act, the Board may remove any Board Member and thereby create a vacancy in the Board if by order of court such Board Member has been found to be of unsound mind, or if he is physically incapacitated, adjudicated a bankrupt, or fails to attend three consecutive meetings of the Board. At any regular or special meeting of members of the Association duly called at which a quorum shall be present, any one or more of the Board Members may be removed with or without cause by the vote of members entitled to exercise a majority of the voting power of the Association, and a successor or successors to such Board Member so removed may be elected at the same meeting for the unexpired term for each such removed Board Member. Any Board Member whose removal has been proposed by the members of the Association shall be given an opportunity to be heard at such meeting.

Section 12. Vacancies. Except as otherwise provided and subject to the provisions of the Act, vacancies in the Board may be filled by a majority vote of the remaining Board Members until an election to fill such vacancies is held. Members of the Association shall have the right to fill any vacancy in the Board (whether or not the same has been temporarily filled by the remaining Board Members) at any meeting of the members of the Association called for that purpose, and any Board Members elected at any such meeting of

members of the Association shall serve until the next annual election of Board Members and until their respective successors are elected and qualified.

Section 13. Fidelity Bond. The Board Managers may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate Fidelity Bonds. The premiums on such bonds shall be paid by the Association and shall be a common expense.

Section 14. Initial Board of Managers. Notwithstanding any of the other provisions contained in this Article II, the Declarant may designate the initial Board of Managers to serve until the first meeting of the Unit Owners. The initial Board of Managers may consist of not less than three (3) members and such members may be officers, directors, employees or other designated representatives of Declarant, and need not be owners or occupiers of Units.

Section 15. Compensation. The Board of Managers shall not receive any salary or compensation for their services, as such, provided nothing herein contained shall be construed to preclude any manager from having dealings with the Association in any other capacity and receiving compensation therefor.

Section 2. That existing Article II of the Bylaws of MacIntosh Farms Condominium No. 1 Owners' Association be and the same is hereby repealed.

Section 3. That this Amendment shall take effect and be in force from and after September 1, 1997.

IN WITNESS WHEREOF, the said MacIntosh Farms Condominium No. 1 Owners' Association has caused the execution of this instrument this 21st day of April, 1997.

Signed in the Present of:

MACINTOSH FARMS CONDOMINIUM NO. 1 OWNERS' ASSOCIATION

Janel R. Beal

By: Warren Barber
Warren Barber
President

Janel R. Beal

By: Angelo Battaglia
Angelo Battaglia
Secretary/Treasurer

AFFIDAVIT

STATE OF OHIO)
) SS
COUNTY OF CUYAHOGA)

WARREN BARBER, being first duly sworn, states as follows:

1. He is the duly elected and acting President of MacIntosh Farms Condominium No. 1 Owners' Association.

2. As such President he caused copies of the amendments to the Declaration of the MacIntosh Farms Condominium No. 1 Owners' Association to be mailed by certified mail to all mortgagees on the records of the Association having bona fide liens of record against any Family Unit Ownership.

3. Further Affiant sayeth naught.

Warren Barber
Warren Barber

BEFORE ME, a Notary Public, in and for said County, personally appeared the above named, Warren Barber, who acknowledged that he did sign the foregoing instrument and that the same is his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Brecksville, Ohio, this 21st day of April, 1997.

Jean E. Fircz
Notary Public

JEAN E. FIR CZ
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My Comm. Expires June 16, 1998

CERTIFICATE OF SECRETARY

The undersigned being the duly elected and qualified Secretary of the MacIntosh Farms Condominium No. 1 Owners' Association hereby certifies that there is on file in the records of the Association the names of the following mortgagees, if any, who have consented to the proposed amendments to the Declaration of the MacIntosh Farms Condominium No. 1 Owners' Association.

N O N E

Angelo Battaglia
Angelo Battaglia
Secretary/Treasurer

STATE OF OHIO)
) SS
COUNTY OF CUYAHOGA)

Before me, a Notary Public in and for said County, personally appeared the above named, Angelo Battaglia, who acknowledged that he did sign the foregoing instrument and that the same is his free act and deed.

In Testimony Whereof, I have hereunto set my hand and official seal at Brecksville, Ohio, this 21st day of April, 1997.

Jean E. Fircz
Notary Public

JEAN E. FIR CZ
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My Comm. Expires June 16, 1998

This instrument prepared by:

Janet R. Beck, Attorney at Law
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Brecksville, Ohio 44141
216-546-1404

macfarm.leg