

**FIRST AMENDMENT TO  
CODE OF REGULATIONS OF  
BARNESLEY WAY HOMEOWNERS ASSOCIATION, INC.**

In accordance with the provisions of the Code of Regulations (the "Code") of Barnesley Way Homeowners Association, Inc. (the "Association") recorded as Instrument No. 199904120081 with the Cuyahoga County Recorder's office, the Developer provides as follows (unless otherwise expressly provided herein, the capitalized terms used herein shall have the same meanings as defined in the Code):

1. Section 6 of Article VII of the Code provides that MacIntosh Development Corporation (the "Developer") may unilaterally amend the Code after the sale and conveyance of the first Living Unit so long as Developer owns any portion of the Property or adjacent lands shown on the Site Plan for development.

2. The first Living Unit has been conveyed and Developer owns a portion of the Property or adjacent lands shown on the Site Plan for development and has met other requirements of said Section 6.

3. The proposed amendment has no material adverse effect on the affirmative vote or written consent of the Voting Members.

NOW THEREFORE, Developer declares that effective as of the date of recording this instrument with the Cuyahoga County Recorder's office, Section 11 of Article II of the Code of Regulations of the Association is deleted in its entirety and replaced with the following:

Section 11. Quorum.

- A. The Voting Members present in person or by proxy at any meeting of Voting Members shall constitute quorum for such meeting. The affirmative vote of a majority of the Voting Members present at a meeting at which quorum is present shall be necessary for the authorization or taking of any action voted upon by the Members, except that no action required by law, the articles of incorporation or these Code of Regulations to be authorized or taken by a specified portion or number of the Voting Members or of any class of Voting Members may be authorized or taken by a lesser proportion or number.

- B. A majority of the Voting Members present at a meeting, whether or not a quorum is present, may adjourn such a meeting from time to time.

IN WITNESS WHEREOF, MacIntosh Development Corporation, as Developer, has caused its name to be signed to these presents as of this 18<sup>th</sup> day of May, 2006.

MacIntosh Development Corporation,  
an Ohio corporation

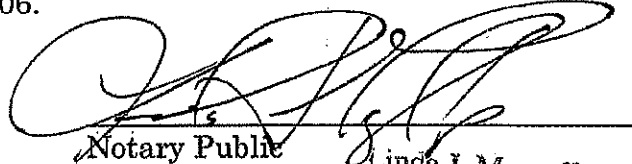
By: \_\_\_\_\_

Nathan Zaremba, President

STATE OF OHIO                    )  
  ) SS.  
COUNTY OF CUYAHOGA        )

BEFORE ME, a Notary Public in and for said County and State, personally appeared the above named MACINTOSH DEVELOPMENT CORPORATION, an Ohio corporation, by Nathan Zaremba, its President, who acknowledged that he executed the within instrument and that such execution was the free act and deed of said corporation and was his free act and deed both individually and in his capacity as such officer of said corporation.

IN TESTIMONY WHEREOF, I have herein set my hand and notarial seal this 18<sup>th</sup> day of May, 2006.

  
\_\_\_\_\_  
Notary Public

Linda J. Mengelkamp  
Notary Public State of Ohio  
Recorded In Lake County  
Commission Expires April 19, 2011

This instrument prepared by:

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