

CODE OF REGULATIONS
OF
BIRCH POINTE FARMS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I. MEETINGS OF PROPERTY OWNERS

SECTION 1. Annual Meetings. An Annual Meeting of the property owners for the election of officers and trustees, the consideration of the reports to be laid before such meeting and the transaction of such other business as may come before the meeting, shall be held on the second Monday of November of each year or on such day and at such hour as determined by the Board of Trustees. When the Annual Meeting is not held or trustees are not elected thereat, they may be elected at a Special Meeting called and held for that purpose.

SECTION 2. Special Meetings. A Special Meeting of the Trustees may be called by the President, or by a majority of the members of the Board of Trustees acting with or without a meeting. Said special meeting shall be announced by written notice of said special meeting being delivered to property owners who shall be entitled to such notice shall be held at such place as may be designated in the notice of the meeting.

SECTION 3. Place of Meeting. The meetings of property owners shall be held at such place as may be designated in the notice of the meeting.

SECTION 4. Proxy. Any property owner entitled to vote at a meeting of property owners may be represented and vote thereat by proxy appointed by an instrument in writing subscribed by such

property owner or by his duly authorized attorney and submitted to the Secretary at or before such meeting.

ARTICLE II. BOARD OF TRUSTEES

SECTION 5. Number and Term. The Board of Trustees shall consist of a minimum of three members or such greater number as shall be fixed from time to time at any meeting of property owners called for the purpose of electing Trustees. Each Trustee shall be elected for a term of two (2) years.

SECTION 6. Meetings. An organization meeting of the Board of Trustees may be held, without notice, immediately after the annual meeting of property owners for the purpose of electing officers and attending to such other business as properly may come before the meeting. Additional meetings may be held at such times as may be determined from time to time by the Board of Trustees.

SECTION 7. Committees. The Board of Trustees may create an executive committee or any other committee of the Trustees to consist of not less than two directors and may delegate to any such committee any of the authority of the board, however conferred, other than that of filling vacancies among the Trustees or in any committee of the board.

SECTION 8. Special Meetings. Special Meetings of the Board of Trustees may be called by or at the request of the President of the Association. The President shall designate the place for holding any special meeting of the Board of Trustees.

SECTION 9. Notice of Meetings. Written or oral notice stating the place, date and hour of the meeting shall be delivered not less than seven (7) nor more than forty-eight (48) hours before

the date of any special meeting of either the property owners or Trustees.

SECTION 10. Quorum. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business.

SECTION 11. Authority. All the capacity of the Corporation shall be vested in and all its powers and authority, except as otherwise provided by law, shall be exercised by the Board of Trustees which shall manage and conduct the business of the Corporation.

SECTION 12. Manner of Acting. The act of the majority of the Trustees present at a meeting; at which a quorum is present, shall be the act of the Board of Trustees. Any actions which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing setting for the action so taken, shall be signed severally or collectively by all of the Trustees entitled to vote with respect to the subject matter thereof.

SECTION 13. Vacancy. Any vacancy in the Board of Trustees shall be filled by a majority vote of the remaining Trustees, even though less than a quorum. A Trustee elected to fill a vacancy shall be a Trustee until his successor is elected by the property owners who may make such election at the next Annual Meeting of Property Owners or at any special meeting prior thereto.

SECTION 14. Indemnification. Each Trustee and Officer (and their heirs, executors and administrators) shall be indemnified by the Corporation against expenses; judgments, decrees, fines or penalties to the extent allowed by Law.

SECTION 15. By-Laws. The Board of Trustees shall have power and authority to make such By-laws, not inconsistent with the Articles, Code of Regulations or the Laws of Ohio, as the Board shall deem proper or desirable.

SECTION 16. Power of Assessment. Pursuant to Article VII, Section 8 of the Declaration of Restrictions as to the Birch Pointe Farms Subdivision, the Board of Trustees shall set, establish and collect such annual charges and fees, from all property owners within the Subdivision, as the Board of Trustees shall deem to be sufficient for maintenance and upkeep of common areas or such other purposes as may be deemed to be appropriate by the Board of Trustees.

ARTICLE III. OFFICERS

SECTION 17. Number and Title. The officers of the Corporation shall consist of a president, vice president, a secretary, a treasurer and such other officers and assistant officers as the property owners may from time to time determine.

SECTION 18. Authority and Duties. Subject to such limitations as the Board of Trustees from time to time may prescribe, the officers shall each have such powers and perform such duties as generally pertain to their respective offices and such further powers and duties as may be conferred from time to time by the Board of Trustees or, in the case of any officer other than the president, by the president.

SECTION 19. Term. Each officer shall hold office for one year and until his successor is duly elected and qualified.

SECTION 20. Removal. Any officer elected or appointed by the

Board of Trustees may be removed by the Board of Trustees whenever in the judgment of the Board the best interest of the Corporation would be served thereby.

SECTION 21. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired term.

ARTICLE IV. SEAL

SECTION 27. The Board of Trustees may provide for a corporate seal which shall be circular in form and contain such legend as the Board of Trustees shall determine, consistent with the laws of Ohio. In the absence of such provision by the Board of Trustees, the Corporation shall not have a seal.

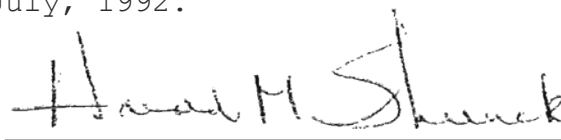
ARTICLE V. FISCAL YEAR

SECTION 28. The fiscal year of the corporation shall end on such date as the Board of Trustees from time to time may determine.

ARTICLE VI. AMENDMENTS

SECTION 29. These Regulations may be adopted and changed by the affirmative vote of the property owners of record entitling them to exercise a majority of the voting power on such proposal, or without a meeting by the written consent of two-thirds of the property owners.

Adopted this 16th day of July, 1992.

A handwritten signature in dark ink, reading "Harold M. Shunck". The signature is written in a cursive style with a horizontal line underneath the name.

Harold M. Shunck,
Incorporator