

AMENDED AND RESTATED BYLAWS,

CODE OF REGULATIONS OF

ETHAN COMMONS HOMEOWNERS ASSOCIATION, INC.

TRANSFER NOT NECESSARY

3.27.01

Frank Williams County Auditor



FRANK WILLIAMS, SUMMIT CO AUDITOR

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THIS WILL CERTIFY THAT A COPY OF THESE AMENDED AND RESTATED BYLAWS FOR ETHAN COMMONS HOMEOWNERS ASSOCIATION, INC. WAS FILED IN THE OFFICE OF THE COUNTY AUDITOR OF SUMMIT COUNTY, OHIO.

DATED: March 27 2001

BY: FRANK WILLIAMS

COUNTY AUDITOR
By Wyatt Deputy Auditor

APPROVED AS TO FORM
Sally J. Rice
Assistant Prosecuting Attorney
Summit County, Ohio



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FRANK WILLIAMS, SUMMIT CO AUDITOR

Amended and Restated Bylaws,

Code of Regulations of

ETHAN COMMONS HOMEOWNERS ASSOCIATION, INC.

Whereas, Ethan Commons Homeowners Association, Inc. (the "Association") was created on or about September 23, 1986, in conjunction with the filing of its Articles of Incorporation with the Ohio Secretary of State's Office, and

Whereas, the Association's principal purpose is to maintain and operate the Ethan Commons Homeowners Association development located in Twinsburg, Ohio, ("Ethan Commons") pursuant to the terms and provisions of the Ethan Commons' Declaration of Covenants and Restrictions that were filed for record at Volume 7391, Pages 21, et seq. of the Summit County Records, and

Whereas, upon the filing of the Articles of Incorporation, a set of Bylaws, Code of Regulations, (the "Bylaws") for conducting the Association's affairs was also created and adopted by the Association on September 26, 1986, but not filed for record with the Summit County Records, and

Whereas, as of January 19, 2001, the members of the Association voted and approved of an amendment to the Bylaws, which reduced the number of members required to establish quorum at a meeting of the members, notice of which has been sent to the Association's membership, and

Whereas, to insure the integrity of the Bylaws and to maintain a permanent record for said Bylaws, the Association's Board of Trustees (Managers), has decided to have the Amended and Restated Bylaws filed for record with the Summit County Auditor.

Now Therefore, the Amended and Restated Bylaws, Code of Regulations, of the Ethan Commons Homeowners Association, including the amendment to Article II, Section 5, "Quorum and Voting Power," are set forth and incorporated herein as follows:



BY-LAWS

Code of Regulations

OF

ETHAN COMMONS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the Association is ETHAN COMMONS HOMEOWNERS ASSOCIATION, INC., which corporation, not-for-profit, is created pursuant to the provisions of Chapter 1702 of the Revised Code of Ohio. The principal office of the Association shall be as set forth in its Articles of Incorporation, and the place of meeting of owners (members) and of the Trustees of the Association shall be at such place in Cuyahoga County, Ohio as the Board of Trustees may from time to time designate.

ARTICLE II

PROPERTY OWNERS (MEMBERS)

Section 1 - Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Living Unit or Proposed Living Unit which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2 - Annual Meetings. Regular annual meetings of the owners shall be held in the first calendar quarter of each year hereafter, on a date and at an hour established, from time to time, by the Board.

Section 3 - Special Meetings. Special meetings of the owners may be called at any time by the president or by the Board, upon written request of owners entitled to exercise one-fourth (1/4) or more of the voting power of owners.

Section 4 - Notice of Meetings. Written notice of each meeting of owners shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a

copy of such notice, postage prepaid, at least five (5) days before such meeting, to each owner entitled to vote thereat; addressed to the owner's address or by delivering a copy of that notice at such address at least five (5) days before the meeting. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5 - Quorum and Voting Power. At any meeting of members, the members present in person or by proxy shall constitute a quorum. A majority of the votes of those members constituting a quorum shall determine all questions or actions to be taken except that no action required by (1) Laws or (2) by the Declaration of Covenants and Restrictions for Ethan Commons Homeowners Association, Inc (the "Declaration") or (3) by the By-Laws of the Association, to be taken by a designated percentage of the voting power may be authorized or taken by a lesser percentage.

Section 6 - Proxies. At any meeting of owners, an owner may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by an owner of his, her or its property.

Section 7 - Action in Writing Without Meeting. Any action that could be taken by owners at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of owners having not less than a majority of the voting power of owners.

ARTICLE III

BOARD OF TRUSTEES (BOARD OF MANAGERS)

Section 1 - Initial Trustees. The initial trustees shall be those three persons named as the initial Trustees in the Articles, who shall serve for one year. Initial Trustees are not required to be members of the Association.

Section 2 - Successor Trustees. There shall be at least three but not more than seven (7) successor Trustees each of whom shall be a member of the Association. They shall be elected at a meeting called for such purpose by the present Trustees no later than one year after incorporation of the Association and shall serve for a period of one year. All shall stand for re-election annually at a meeting called for that purpose.



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Section 3 - Removal. Excepting only Trustees named in the Articles, any Trustee may be removed from the Board with or without cause, by a majority vote of the members. In the event of the death, resignation or removal of a Trustee, that Trustee's successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of owners, when a Trustee shall be elected to complete the term of such deceased, resigned or removed Trustee.

Section 4 - Nomination. Nominations shall be made from the floor at the meetings.

Section 5 - Election. Election to the Board by the owners shall be by ballot.

Section 6 - Compensation. No Trustee shall receive compensation for any service rendered to the Association as a Trustee. However, any Trustee may be reimbursed for his or her actual expenses incurred in the performance of duties.

Section 7 - Regular Meetings. Regular meetings of the Board of Directors shall be held periodically on such dates as the Board may designate.

Section 8 - Special Meetings. Special meetings of the Board shall be held when called by the president of the Board, or by any two Trustees, after not less than three days notice to each Trustee.

Section 9 - Quorum. The presence at any duly called and noticed meeting, in person or by proxy, of Trustees entitled to cast a majority of the voting power of Trustees shall constitute a quorum for such meeting.

Section 10 - Voting Powers. Vote of a majority of the Trustees voting on any matter that may be determined by the Board at a duly called and noticed meeting at which a quorum is present shall be sufficient to determine that matter.

Section 11 - Action in Writing Without Meeting. Any action that could be taken by the Board at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of all the Trustees.

Section 12 - Powers. The Board shall, under law, have the right, power, and authority to:



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(a) take all actions deemed necessary or desirable to comply with all requirements of law;

(b) enforce the covenants, conditions and restrictions set forth in the Declaration;

(c) repair, maintain and improve the Common Areas;

(d) establish, enforce, levy and collect assessments, subject to the provisions of the Declaration;

(e) adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of the owners, occupants and their guests thereon, and establish penalties for the infraction thereof;

(f) suspend the voting rights of an owner during any period in which such owner shall be in default in the payment of any assessment levied by the Association;

(g) declare the office of a member of the Board to be vacant in the event a Trustee shall be absent from three consecutive regular meetings of the Board;

(h) authorize the officers to enter into one or more management agreements in order to facilitate the efficient operation of the property.

Section 13 - Duties. It shall be the duty of the Board to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the owners at each annual meeting of owners, or at any special meeting when such statement is requested in writing by owners representing one-half (1/2) or more of the voting power of owners;

(b) supervise all officers, agents, and employees of the Association and see that their duties are properly performed;

(c) fix the amount of assessments against each property, subject to the provisions of the Declaration;

(d) give written notice of each assessment to every owner;

(e) foreclose the lien against any property for which assessments are not paid;



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(f) file an action at law against the owner(s) personally obligated to pay the same;

(g) issue, or to cause an appropriate representative to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;

(h) procure and maintain insurance as the Board deems advisable;

(i) cause the restrictions created by the Declaration to be enforced. -

ARTICLE IV

OFFICERS

Section 1 - Enumeration of Officers. The officers of this Association shall be a president, a secretary, a treasurer and such other officers as the Board may from time to time determine.

Section 2 - Selection and Term. The officers of the Association shall be selected by the Board, from time to time, to serve until the Board selects their successors. Any officer may also be a member of the Board.

Section 3 - Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by 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 the acceptance of such resignation shall not be necessary to make it effective.

Section 4 - Duties. The duties of the officers shall be as the Board may from time to time determine. Unless the Board otherwise determines, the duties of the officers shall be as follows:

(a) President. The president shall preside at all meetings of the Board, shall have the authority to see that orders and resolutions of the Board are carried out, and shall sign all legal instruments on behalf of the Association.



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(b) Vice President. The vice president shall perform all the duties of the President in case of the latter's absence or disability.

(c) Secretary. The secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the owners, serve notice of meetings of the Board and of the owners, keep appropriate current records showing the names of owners of the Association together with their addresses.

(d) Treasurer. The treasurer shall assume responsibility for the receipt and deposit in appropriate bank accounts of all monies of the Association, the disbursements of such funds as directed by resolution of the Board, the keeping of proper books of account, the preparation of an annual budget and a statement of income and expenditures to be presented to the owners at annual meetings, and the delivery or mailing of a copy of each to each of the owners.

ARTICLE V

BOOKS AND RECORDS

The books, records and financial statements of the Association shall be available during normal business hours or under other reasonable circumstances, upon request to the Association, for inspection by owners and the holders and insurers of first mortgages.

ARTICLE VI

APPLICABLE LAWS: PRIORITY OF DOCUMENTS

- (a) Chapter 1702 of the Ohio Revised Code,
- (b) The Declaration,
- (c) The Articles,
- (d) These By-Laws, and

(e) The Rules shall be interpreted as a harmonious whole, and this Association shall be subject to and governed by all of such laws, documents and rules. In the event of any direct inconsistency in any provisions in any of the foregoing, the provisions in the law or document first above listed shall be given priority; provided, however, that all inconsistencies



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between or among the permissive provisions of Chapter 1702 of the Ohio Revised Code and any provisions of any documents, or Rules, listed later, shall be resolved in favor of the documents or Rules listed later.

ARTICLE VII

ORDER OF BUSINESS

Section 1 - Generally. The regular order of business of this Association will be:

- (a) Roll Call
- (b) Minutes
- (c) Correspondence
- (d) President's Report
- (e) Treasurer's Report
- (f) Committee Reports
- (g) Old business
- (h) New Business
- (i) Good and Welfare

Section 2 - Suspension of Regular Order of Business. The regular order of business may be suspended by a majority vote of the voting power present at a meeting and constituting a quorum.

Section 3 - Parliamentary Procedure. Robert's Rules of Order shall govern all rules of parliamentary procedure unless otherwise provided by these Regulations.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended by a majority vote of any membership meeting.

Any conflict between Article II, Section 5, "Quorum and Voting Power," as written above and any other provision of the Declaration and Bylaws (Code of Regulations), shall be interpreted in favor of the "Quorum" provision set forth above, modifying the quorum requirement for meetings of members to those members in attendance at such meetings. Only members of record as of January 19, 2001, shall have standing to contest the validity of the amended "Quorum" provision, whether on procedural, substantive or any other grounds, provided further that any such challenge shall be brought within one year of the



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recording of the amendment in the Association's corporate records.

IN TESTIMONY WHEREOF, Ethan Commons Homeowners Association, Inc. has caused the execution of this instrument this 14th day of March, 2001.

ETHAN COMMONS HOMEOWNERS ASSOCIATION, INC.

Signed and acknowledged in the present of both:

Peter G. McDonald
Witness #1

By: Meredith Shreve
Meredith Shreve, President

PETER G. McDONALD
Print Name

Gary Patterson
Witness #2

By: David Shores
DAVID SHORES, Secretary

GARY PATTERSON
Print Name

STATE OF OHIO)
) SS.
COUNTY OF CUYAHOGA)

BEFORE ME, a Notary Public, in and for said County and State, personally appeared the above named Ethan Commons Homeowners Association, Inc. by its President and its Secretary, who acknowledged that they did sign the foregoing instrument and that the same is their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at CLEVELAND, Ohio, this 14th day of MARCH 2001.

Charles K. Schulman
Notary Public

CHARLES K. SCHULMAN
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My Comm. Expires Nov. 18, 2004

This instrument prepared by:
Kaman, Ott & Cusimano, Attorneys at Law
50 Public Square, Suite 600
Cleveland, Ohio 44113
(216) 696-0650

over



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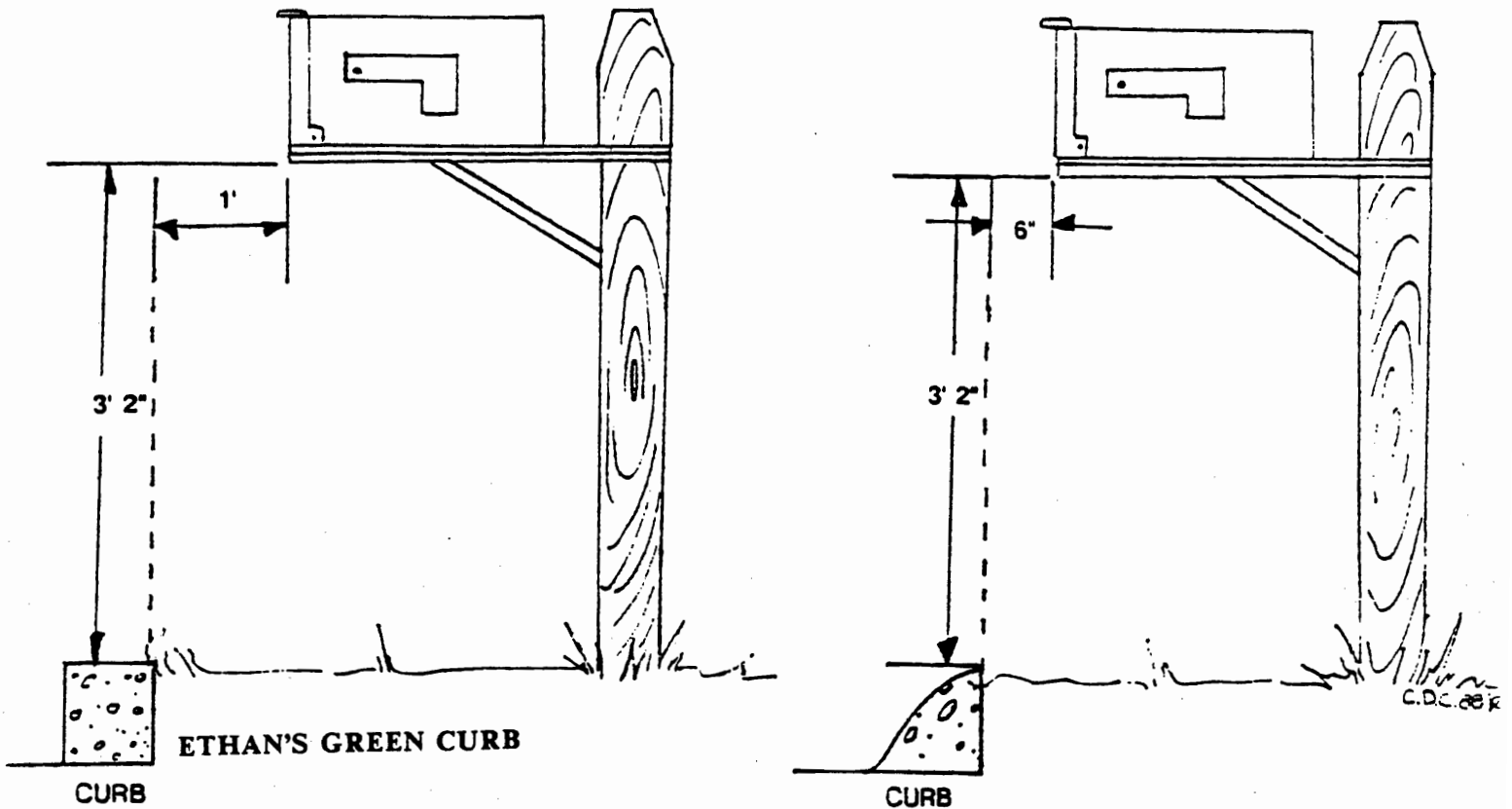


City of Twinsburg Government Center

10075 Ravenna Road
Twinsburg, Ohio 44087
(216) 425-7161

**GUARANTEED "SNOWPLOW SAFE"
MAILBOX PLACEMENT**

**PLEASE USE GUIDE BELOW FOR
CITY OF TWINSBURG SETBACK
FROM CURB REQUIREMENTS**

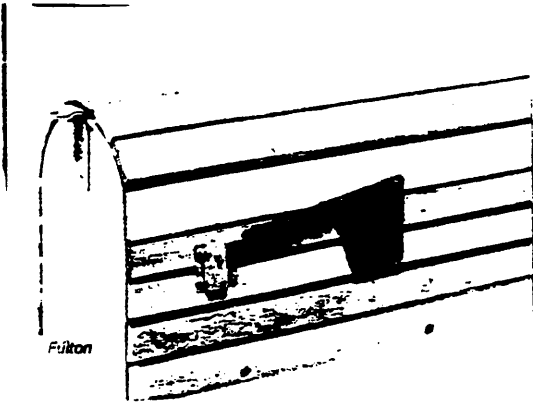


**SEE PREVIOUS PAGE FOR
APPROVED MAILBOX**

Progress... Matched with Good Living

RECOMMENDED MAIL BOX FOR ETHAN'S GREEN

In order to assure an attractive streetscape in Ethan's Green, we recommend the use of the mailbox pictured below for all single family detached homes. All single family detached homes are required to use wood posts for the mailbox as shown below.



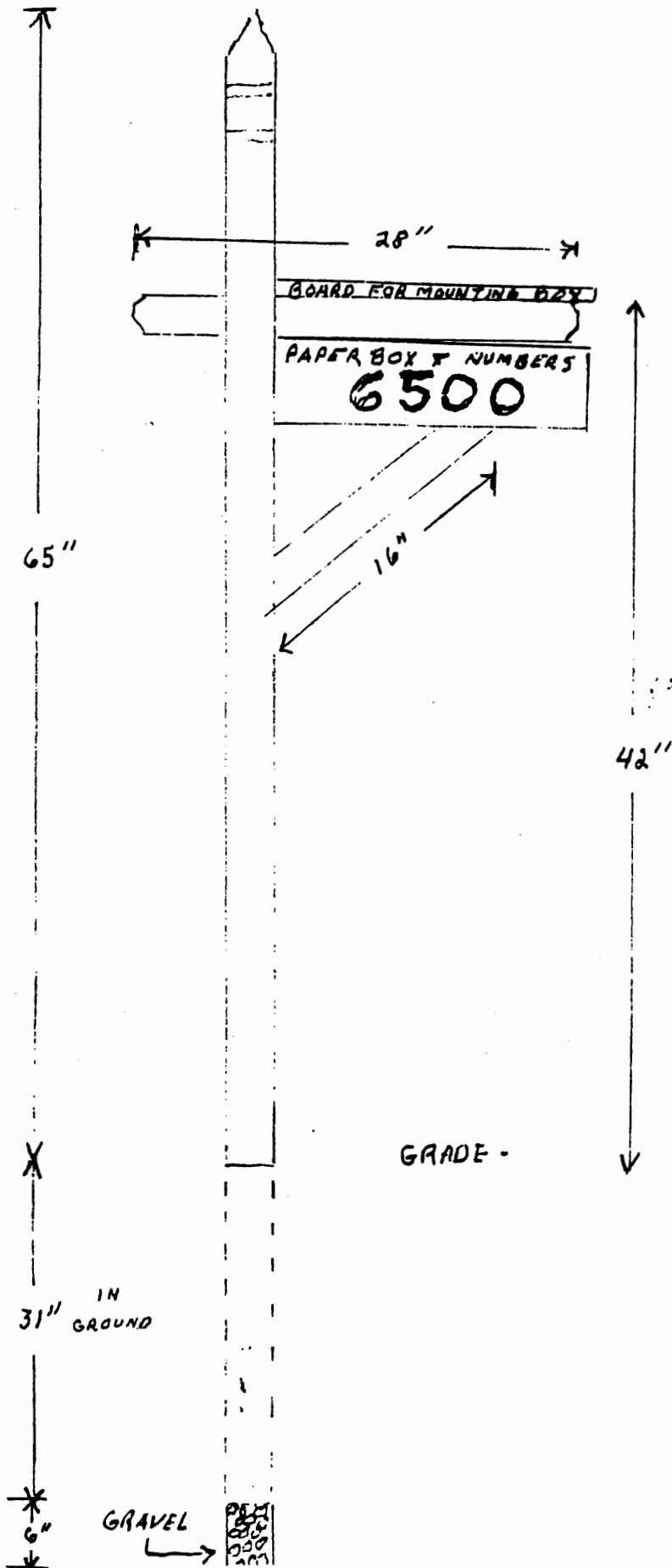
Mail Box - #CMB-1
Cedar Covered Rural Mail Box
20" long, 9" wide, 10" high

III. MAILBOXES

1. RECOMMENDED MAIL BOX POST IS PICTURED ON NEXT PAGE.
2. Post must be constructed of treated lumber, 4 x 4, put together with galvanized screws.
3. Post should be 65" high above grade.
4. Mailbox should be 42" from ground
5. Post should be set 4' from driveway apron

ETHAN'S GREEN

REQUIRED MAIL BOX POST



All Treated Lumber
Put together with galvanized
screw post 65" high, mailbox
42" high mounted 4' from
driveway apron