

Amended articles of Incorporation
Of
Cinnamon Lake Association, Inc.

The undersigned, desiring to amend the Articles of Incorporation of Cinnamon Lake Association, Inc. a non-profit corporation pursuant to the Ohio Non-Profit Corporation Statute, do hereby amend the Articles of Incorporation thereof in the following manner:

First. The name of said corporation shall be Cinnamon Lake Association, Inc.

Second. The place in this state where the principal office of the corporation is to be located is Jackson Township, or such other place in Ashland County, Ohio, as the Board of Directors may, from time to time, designate.

Third. The purpose or purposes for which the corporation is formed are:

- a. To organize and operate a corporation composed of property owners in the development known as Cinnamon Lake, Ashland County, Ohio
- b. To exercise all of the powers and privileges, and to perform and discharge all of the duties and obligations of Cinnamon Lake Association, Inc. as may be set forth in the deed restrictions for said development, as the same may be amended from time to time, and filed from time to time, in the Office of the Recorder of Ashland County, Ohio.
- c. To establish By-Laws for Cinnamon Lake Association, Inc. to set forth the membership, operation, administration and management of Cinnamon Lake Association, Inc. and to impose, administer and enforce all charges and assessments on the members.
- d. To promote, conserve and maintain the health, safety, welfare, convenience, comfort and enjoyment of the property owners within the said development and any additional property, which may be subsequently added to the said development.
- e. To own, acquire, hold, lease, convey, mortgage, dispose of by deed or otherwise, all forms of property, real or personal, and all kinds and forms of interests therein.
- f. To own, acquire, build, operate and maintain lakes, streets, sidewalks, footways, parking areas, drives, commons, maintenance areas, utility lines, recreation areas, playgrounds, athletic areas, picnic areas, swimming pools, and like facilities, including buildings, structures, and all personal properties incidental thereto, all of which are hereinafter referred to as "Common Area."
- g. To administer and enforce terms, conditions, covenants, charges, assessments, restrictions and regulations thereupon, under and subject to which the property or any part thereof may now or hereafter be acquired, held, used, possessed, occupied, sold or in any manner disposed of, and to fix and provide any such terms, conditions, covenants, charges, assessments, restrictions and regulations and administer, enforce, alter, amend, change, add to, extend, waive, or terminate, in whole or part, any of the same.

- h. To provide the property owners or any part thereof to the extent deemed necessary and/or appropriate by the Board of Directors with (1) water service and other utility services not otherwise provided, (2) garbage and trash collection, (3) fire and police protection, (4) services supplemental to municipal services, (5) maintenance service, and (6) such other services as may be deemed necessary and/or appropriate by the Board of Directors.
- i. To pay taxes, if any, on any property owned by the Corporation, and to obtain and maintain insurance of such type and in such amounts as may be deemed necessary and/or appropriate by the Board of Directors, including, but being not limited to, insurance for the personal injury and property damage insurance on the property owned by the Corporation, and directors' and officers' liability insurance.
- j. To fix, levy, collect, and enforce assessments or charges against all or any part of the said development and the property owners or users thereof, to pay for the fulfillment of the functions performed by it, and to invest proceeds so received in excess of current needs and hold and use the same for future uses consistent herewith.
- k. To do any other thing that is necessary, expedient, incidental, appropriate, or convenient to the carrying out of the foregoing purposes, and, insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors will promote the common benefit and enjoyment of the property owners of the said development.
- l. To borrow money, and with the approval of a majority of the voting power of members, to mortgage, pledge, deed in trust, hypothecate, or otherwise encumber any or all of its real or personal property.
- m. To have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 1702, Ohio Revised Code, may now or hereafter have or exercise by law, provided that if any activities of the Corporation should subject any receipts by it to income taxes under the Internal Revenue Laws of the United States, notwithstanding any other provisions hereof, the Board of Directors of the Corporation may, in their sole discretion, discontinue any activity that would so subject any receipts to income taxes.

Forth. The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of no less than three (3) persons, nor more than seven (7). The names and addresses of the persons who shall serve on the Board of Directors until their respective successors are elected, are those presently so serving.

The Directors shall exercise all of the powers and authority and discharge all of the duties and obligations of Directors as defined in Chapter 1702, of the Ohio Revised Code, and of the Board of Directors of said development as defined in said aforementioned Deed Restrictions and By-Laws.

Fifth. Membership. The members of this Corporation at any time shall be as provided in the By-Laws of this Corporation.

Sixth. Voting Rights. Each member of the Corporation shall be entitled to such voting rights as provided in the By-Laws of this Corporation.

Seventh. The Corporation may be dissolved with the approval given in writing and signed by members exercising not less than seventy-five percent (75%) of the voting power of members. Upon dissolution of the Corporation other than incident to a merger or consolidation, the assets of the Corporation, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that a dedication is not accepted, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to similar purposes.

Eighth. The Corporation shall exist perpetually unless dissolved in accordance with Article Seventh.

Ninth. Amendment to these Articles shall require the approval of members exercising not less than a majority of the voting power of members.

Tenth. The Corporation shall and does hereby indemnify and hold harmless every person who is or has been a trustee, officer, agent or employee of the Corporation including those prior to the incorporation hereof and his or her heirs and legal representatives, against expenses, including attorney's fees, and judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether in an action or proceeding by or in the right of the Corporation or otherwise, and in which such person was or is a party or is threatened to be made a party by reason of the fact that he or she is or was a Director, agent, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation provided:

- a. He or she is not adjudicated or determined to have been guilty of malfeasance or gross misconduct in the performance of his or her duties.
- b. He or she is determined to have acted in good faith in what he or she reasonably believed to be the best interest of the Corporation of which he or she is a Director, officer, agent or employee.
- c. In any matter the subject of a criminal action, suit or proceeding in which he or she is determined to have had no reasonable cause or believe that his or her conduct was unlawful.
- d. The determination as to Subparagraphs (b) and (c) and, in the absence of an adjudication as to Subparagraph (a) by a court of competent jurisdiction, the determination as to subparagraph (a), shall be made by directors who are not parties to or threatened with any such action, suit, or proceeding. Any director who is a party to or threatened with any such action,

suit, or proceeding shall not be qualified to vote, and if for this reason a quorum cannot be obtained to vote on such indemnification, these determinations shall be by the members, or, if the persons seeking indemnification disagree as to any such determination, by the court in which such action, suit or proceedings was brought.

Such indemnification shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under law, any agreement or any insurance purchased by the Corporation or by vote of members or otherwise.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 11 day of June 2 006.