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TRANSFER
NOT NECESSARY

FEB 03 2011

County Auditor, Fairfield County, Ohio

RECORDATION OF PLANNED COMMUNITY BYLAWS

Ohio Revised Code 5312.02

MEADOWMOORE CIVIC ASSOCATION
CODE OF REGULATIONS (BYLAWS)

STATE OF OHIO
COUNTY OF FRANKLIN

In accordance with the requirements of Section 5312.02 of the Ohio Revised Code, the Meadowmoore Civic Association files with the Fairfield County Recorder the attached "Code of Regulations", also known as "Bylaws". The attached document provides for the operation of this planned community, Meadowmoore Sections I, II and III including all Phases, created and to be created:

1. The following described REAL PROPERTY is subject to the attached "Code of Regulations":

   Meadowmoore Section I:

   Situated in the State of Ohio, County of Fairfield, and in the Township of Violet:

   Being Lots Numbered ONE (1) through FIFTY-FOUR (54), both inclusive, of MEADOWMOORE SECTION I, as said lots are numbered, designated and delineated upon the recorded plat thereof, of record in Plat Cabinet 2, Slot 48, Recorder's Office, Fairfield County, Ohio.

   Declaration of Covenants, Easements, Restrictions and Assessment Liens and Meadowmoore Association: OR Volume 1232, Page 2172, Deed records, Recorder's Office, Fairfield County, Ohio.

NORTHWEST TITLE - SCOTT

Meadowmoore Section II:

Situated in the State of Ohio, County of Fairfield, and in the Township of Violet:

Being Lots Numbered FIFTY-FIVE (55) through EIGHTY (80), both inclusive, of MEADOWMOORE SECTION II, as said lots are numbered, designated and delineated upon the recorded plat thereof, of record in Plat Cabinet 2, Slot 99, Recorder's Office, Fairfield County, Ohio.

Declaration of Covenants, Easements, Restrictions and Assessment Liens and Meadowmoore Association: OR Volume 1337, Page 3351, Deed records, Recorder's Office, Fairfield County, Ohio.

Meadowmoore Section III:

Phase 1:

Situated in the State of Ohio, County of Fairfield, and in the Township of Violet:

Being Lots Numbered EIGHTY-EIGHT (88) through NINETY (90), ONE HUNDRED FIFTEEN (115), through ONE HUNDRED SIXTEEN (116), ONE HUNDRED FORTY-SIX (146), through ONE HUNDRED SEVENTY-EIGHT (178), and ONE HUNDRED NINETY-FOUR (194) through TWO HUNDRED (200), all inclusive, of MEADOWMOORE SECTION III, Phase 1, as said lots are numbered, designated and delineated upon the recorded plat thereof, of record in Plat Cabinet 2, Slot 149, Recorder's Office, Fairfield County, Ohio.

Declaration of Covenants, Easements, Restrictions and Assessment Liens and Meadowmoore Association: OR Volume 1417, Page 0100, Deed records, Recorder's Office, Fairfield County, Ohio.

Phase 2:

Situated in the State of Ohio, County of Fairfield, and in the Township of Violet:

Being Lots Numbered ONE HUNDRED FIFTY-SIX (156) through ONE HUNDRED SIXTY-SEVEN (167), both inclusive, of MEADOWMOORE SECTION III, Phase 2, as said lots are numbered, designated and delineated upon the recorded plat thereof, of record in Plat Cabinet 2, Slot 150, Recorder's Office, Fairfield County, Ohio.

Declaration of Covenants, Easements, Restrictions and Assessment Liens and Meadowmoore Association: OR Volume 1417, Page 0100, Deed records, Recorder's Office, Fairfield County, Ohio.

(Hereinafter the "Property").

2. The attached "Code of Regulations" is a true and accurate copy of the original that is currently in effect for the Meadowmoore Civic Association.

3. Affiant provides this Affidavit in accordance with Ohio Revised Code section 5312.02.

Michael D. Donley V.P.
Michael D. Donley
Vice President
Meadowmoore Civic Association
Affiant

State of Ohio)
) ss
County of Franklin)

BE IT REMEMBERED, That on this 24th day of January, 2011 before me, the subscriber, a Notary Public in and for said Country/State, personally came, **Michael D. Donley, Vice President of the Meadowmoore Civic Association,** the Affiant in the foregoing document, who acknowledged the signing thereof to be his voluntary act and deed on behalf of the Association.

IN TESTIMONY THEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last aforesaid.

Janet Lee Ogden
Notary Public
My Commission Expires: 10-31-11

This instrument was prepared by:
James Scott Stevenson
Attorney at Law

CODE OF REGULATIONS

OF

MEADOWMOORE CIVIC ASSOCIATION

ARTICLE I

Trustees

Section 1.01. Power and Authority of Trustees. Except as otherwise provided by law, the Articles of Incorporation of the Corporation or these Regulations, all of the authority of the Corporation shall be exercised by the Board of Trustees. The Trustees serving hereunder shall have the power, authority and responsibilities of, and perform the functions provided for under the Ohio Non-profit Corporation Law. The Trustees shall, for purposes of any statute or rule of law relating to corporations, be taken to be the members of the Corporation.

Section 1.02. Provisions Relating to Voting Trustees.

A. Voting Power and Privileges. Each Trustee described in Section 1.02 shall have the same voting power and privileges as the other Trustees. All references in this Code of Regulations to the Board of Trustees, Trustees or members of the Board of Trustees shall mean only the Trustees described in Section 1.02.

B. Number. The Trustees shall comprise of three (3) individuals.

C. Term. The Trustees elected as set forth in this Section 1.02 shall serve for a term of one (1) year. A Trustee will serve until a successor is elected and qualified.

D. Election. One (1) Trustee shall be appointed by Trustees of the Meadowmoore Civic Association at the annual meeting of such Trustees. (Herein the "Appointed Trustee"). The election of the remaining two (2) Trustees shall be conducted at the annual meeting of the Trustees by a vote of the then Trustees (herein the "Elected Trustees").

E. Resignation and Removal. Any Trustee, by notice in writing to the Board of Trustees may resign at any time. Any elected Trustee may be removed from office by unanimous vote of the remaining Trustees. Any appointed Trustee may be removed from office by a majority vote of the elected Trustees of the Meadowmoore Civic Association.

F. Vacancy. In the event of an elected Trustee vacancy, the remaining Trustees may, at their option, consistent with the limitations in Section 1.02, fill the vacancy by vote of a majority of the remaining Trustees. In the event of an appointed Trustee vacancy, the Trustees of the Meadowmoore Civic Association shall fill the vacancy.

Section 1.03. Quorum and Voting.

A. Except as otherwise provided in these Regulations, a majority of Trustees shall constitute a quorum for the transaction of business at any meeting of the Trustees.

B. Except as otherwise provided in the Articles of Incorporation or these Regulations, each Trustee then in office shall have one vote and the vote of a majority of the Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees.

Section 1.04. Notice of Meetings of Board of Trustees. Notice of the place, date and time of each meeting of Trustees shall be given not more than sixty (60) days nor less than four (4) days before the date of such meeting to each Trustee. Any notice referred to in this Section may be given by any reasonable means and, need not specify the purposes of the meeting, except that if an amendment to the Articles of Incorporation or these Regulations is proposed, a copy of such proposed amendment must accompany said notice, and except with respect to proposed action to remove a Trustee or an Officer. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered to the Trustee at his or her address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any Trustee who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, by any Trustee either before, at or after such meeting.

Section 1.05. Meeting of Trustees.

A. The Board of Trustees shall hold an annual meeting on or before July 31 of each year, or such later date as selected by the Trustees.

B. Meetings of the Trustees, including the annual meeting, shall, except as otherwise provided herein, be at a place (within or without the State of Ohio), date and time as may be fixed by the Board of Trustees or by the President as authorized by the Board. Trustees may participate at such meetings through any communications equipment if all persons participating can hear each other.

C. Special meetings of the Board of Trustees may be called by the President or by two Trustees who deliver a written request to the Secretary for the calling of a meeting at least five business days prior to the minimum notice period (as provided in Section 1.06) for the meeting to be called.

Section 1.06. Action Without Meeting. Any action which might be taken at any meeting of the Board of Trustees may be taken without such meeting by a writing or writings signed by all of the members of the Board. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and for insertion in the permanent records relating to meetings of the Board of Trustees.

Section 1.07. Honorary, etc. Trustees. The Board of Trustees may establish such additional class or classes of persons entitled to attend meetings of the Board of Trustees or other activities of the Corporation as determined by the Board of Trustees. The Board of Trustees shall provide for the selection and privileges thereof, provided that such persons, whether or not called "trustees," shall not be entitled to vote, shall not be counted for quorum purposes or for purposes of determining the number of trustees and the failure of such persons to receive notice of a meeting of the Board of Trustees shall not affect the validity of a meeting.

ARTICLE II

Officers

Section 2.01. Election. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and such other officers as the Trustees shall from time to time designate. Election of Officers shall take place at each annual meeting of the Board of Trustees or, if action as not then taken or if there is a vacancy, at any regular or special meeting for which notice is given is provided in Section 1.06. Each officer shall be elected by the Board of Trustees for a one (1) year term.

Section 2.02. President. The President shall preside at all meetings of the Board of Trustees. The President shall, subject to the direction of the Board of Trustees, have general supervision, direction and control of the business and officers of the Corporation. The President shall be an ex officio member of all standing committees. The President shall have the general powers and duties usually vested in the Chief Executive Officer of a non-profit corporation under the laws of Ohio and shall have such other powers and duties as may be prescribed by the Board of Trustees or these Regulations. In the case of a vacancy in the office of President, the Secretary of the Board shall succeed to such office for the unexpired term.

Section 2.03. Secretary. The Secretary, who may or may not be a Trustee, shall keep the minutes of the proceedings of the Board of Trustees, shall be the custodian of all books, records, papers and property of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. He or she shall have such other duties as may be established by the President with the consent of the Trustees.

Section 2.04. Treasurer. The Treasurer, who may or may not be a Trustee, shall be the chief financial officer of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. He or she shall have such other duties as may be established by the President, with the consent of the Trustees.

ARTICLE III

Indemnification and Insurance

Section 3.01. Mandatory Indemnification. The corporation shall indemnify any officer or trustee of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the corporation), by reason of the fact that he is or was a trustee, officer, employee, agent or volunteer of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful. A person claiming indemnification under this Section 3.01 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal matter, to have had no reasonable cause to believe his conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, rebut such presumption.

Section 3.02. Court-Approved Indemnification. Anything contained in the Regulations or elsewhere to the contrary notwithstanding.

A. The corporation shall not indemnify any officer or trustee of the corporation who was a party to any completed action or instituted by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a trustee, officer, employee, agent or volunteer of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he shall have been adjudged to be liable for acting with reckless disregard for the best interests of the corporation or misconduct (other than negligence) in the performance of his duty to the corporation unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio or the court in which such action or suit was

brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

B. the corporation shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 3.02.

Section 3.03. Indemnification of Expenses. Anything contained in the Regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or trustee of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 3.01, or in defense of any claim, issue or matter therein, he shall be promptly indemnified by the corporation against expenses (including without limitation, attorneys' fees, filing fees', court reporters' fees and transcript costs) actually and reasonably incurred by him in connection therewith.

Section 3.04. Determination Required. Any indemnification required under Section 3.01 and not precluded under Section 3.02 shall be made by the corporation only upon a determination that such indemnification of the officer or trustee is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 3.01. Such determination may be made only (A) by a majority vote of a quorum consisting of trustees of the corporation who were not and are not parties to, or threatened with, any such action, suit or proceeding; or (B) if such a quorum is not obtainable or if a majority of a quorum of disinterested trustees so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the corporation, or any person to be indemnified, within the past five years; of (C) by the members; or (D) by the Court of Common Pleas of Franklin County, Ohio or (if the corporation is a party thereto) the court in which such action, suit or proceeding was brought, if any; any such determination may be made by a court under division (D) of this Section 3.04 at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested trustees under division (A) or by independent legal counsel under division (B) or by the members under division (C) of this Section 3.04); and no failure for any reason to make any such determination, and no decision or any reason to deny any such determination, by the disinterested trustees under division (A) or by independent legal counsel under division (B) or by members under division (C) of this Section 3.04 shall be evidence in rebuttal of the presumption recited in Section 3.01. Any determination made by the disinterested trustees under division (A) or by independent legal counsel under division (B) of this Section 3.04 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the corporation shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt

of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 3.05. Advances for Expenses. The provisions of Section 1702.12(E)(5)(a) of the Ohio Revised Code do not apply to the corporation. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 3.01 shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding to or on behalf of the officer or director promptly as such expenses are incurred by him, but only if such officer or director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he shall not have been successful on the merits or otherwise if it is proved by clear and convincing evidence in a court of competent jurisdiction that, in respect of any such claim, issue or other matter, his relevant action or failure to act was occasioned by his deliberate intent to cause injury to the corporation or his reckless disregard for the best interests of the corporation, unless, and only to the extent that, the Court of Common Pleas of Franklin County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such determination, and in view of all the circumstances, he is fairly and reasonably entitled to all or part of such indemnification.

Section 3.06. Article III Not Exclusive. The indemnification provided by this Article III shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles or the Regulations or any agreement, vote of members or disinterested trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or trustee of the corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3.07. Insurance. The corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a trustee, officer, employee, agent or volunteer of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the obligation or the power to indemnify him against such liability under the provisions of this Article III. Insurance may be purchased from or maintained with a person in which the corporation has a financial interest.

Section 3.08. Certain Definitions. For purposes of this Article III, and as examples and not by way of limitation:

A. A person claiming indemnification under this Article III shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 3.01, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him, without a conviction of him, without the imposition of a fine upon him and without his payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or otherwise results in a vindication of him);

B. References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a trustee, officer, employee, agent or volunteer of the corporation which imposes duties on, or involves services by, such trustee, officer, employee, agent or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" within the meaning of that term as used in this Article III;

C. The term "volunteer" shall mean a trustee, officer or agent of the corporation, or another person associated with the corporation, who (i) performs services for or on behalf of, and under the authority or auspices of, the corporation; and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with the services performed for the corporation and that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed pursuant to this Article III, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.

Section 3.09. Venue. Any action, suit or proceeding to determine a claim for indemnification under this Article III may be maintained by the person claiming such indemnification, or by the corporation, in the Court of Common Pleas of Franklin County, Ohio. The corporation and (by claiming such indemnification) each such person consent to the exercise

of jurisdiction over its or his person by the Court of Common Pleas of Franklin County, Ohio in any such action, suit or proceeding.

ARTICLE IV

Miscellaneous

Section 4.01. Amendments. The Articles of Incorporation and this Code of Regulations may be amended by a unanimous vote of the whole number of Trustees, provided that the notice with respect to the meeting at which such vote was taken contained a copy of the proposed amendments.