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Jeffrey E. Kaman, Esq., Partner
470 Olde Worthington Road, Suite 460
Columbus, Ohio 43082

March 22, 2016

River Run of Powell HOA
c/o Robin Mackin, Property Manager
Real Property Management, Inc.
5550 Blazer Parkway, Suite 175
Dublin, Ohio 43017

Re: Record Bylaws

Dear Ms. Mackin:

Enclosed, please find the original, fully executed and recorded Recording of Bylaws River Run of Powell Homeowners' Association. The Bylaws were filed with the Delaware County Recorder's Office on March 10, 2016, at Book 1407, Page 769 et seq. and became binding and effective on the date they were filed. Please keep the original document with the Association's corporate records.

At this time, please send a copy to every owner, including the Board members. In doing so, owners should be advised to file the Bylaws with their respective copy of the Declaration and that all of the documents must be passed onto the future buyer of their home.

With the receipt of the recorded Bylaws, our work on this matter is complete and I have closed our file accordingly.

Should you or any of the Board members have any questions or wish to further discuss this matter, please do not hesitate to telephone me.

Sincerely yours,

JEFFREY E. KAMAN

JEK:mlm
Enclosure
xc: All Board Members (via electronic mail)

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Terminal Tower
50 Public Square, Suite 2000
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KAMAN & CUSIMANO
470 OLDE WORTHINGTON RD
COLUMBUS, OH 43082

RECORDING OF

BYLAWS

RIVER RUN OF POWELL HOMEOWNERS' ASSOCIATION

PLEASE CROSS MARGINAL REFERENCE WITH THE DECLARATION OF COVENANTS, EASEMENTS, RESTRICTIONS, AND ASSESSMENT LIENS FOR RIVER RUN RECORDED AT VOLUME 817, PAGE 2358 ET SEQ. ET SEQ. OF THE DELAWARE COUNTY RECORDS.

BYLAWS

RIVER RUN OF POWELL HOMEOWNERS' ASSOCIATION

WHEREAS, the River Run of Powell Homeowners' Association ("Association") was created on or about October 6, 2009, 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 River Run of Powell Homeowners' Association development located in Powell, Ohio, pursuant to the terms and provisions of the Declaration of Covenants, Easements, Restrictions and Assessment Liens for River Run, that were filed for record at Volume 817, Page 2358 et seq. of the Delaware County Records; and

WHEREAS, upon the filing of the Articles of Incorporation, the Declarant created and adopted the Bylaws of Bylaws River Run of Powell Homeowners' Association (the "Bylaws") for conducting the Association's affairs, but did not file the Bylaws for record with the Delaware County Records; and

WHEREAS, Ohio Revised Code Section 5312.02 of the Ohio Planned Community Act requires a copy of the Bylaws to be filed and recorded with the County Recorder, and

WHEREAS, to bring the Association's governing documents in compliance with Section 5312.02, the Association hereby adopts the Bylaws, a copy of which is attached hereto, for filing with the Delaware County Recorder's Office.

NOW THEREFORE, the Bylaws River Run of Powell Homeowners' Association as adopted by the Association are attached to the Declaration, as "Exhibit C," and set forth as attached hereto.

[THIS SPACE LEFT BLANK INTENTIONALLY.]

IN WITNESS WHEREOF, the said River Run of Powell Homeowners' Association has caused the execution of this instrument this 5 day of February, 2016.

RIVER RUN OF POWELL HOMEOWNERS' ASSOCIATION

By: Lynn D. Matyas
LYNN MATYAS, its President

By: Jason Seawalt
, its Member At Large.
(Print Name)

STATE OF OHIO)
) SS
COUNTY OF Franklin)

BEFORE ME, a Notary Public, in and for said County, personally appeared the above named River Run of Powell Homeowners' Association, by its President and its Member At Large, who acknowledged that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of them personally and as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Powell, Ohio, this 5 day of February 2016.

NOTARY PUBLIC

Please place notary stamp/seal here

NOTARY PUBLIC STATE OF OHIO

BRENT M. CHANEY
Notary Public, State of Ohio
My Commission Expires
July 21, 2018

This instrument prepared by:
KAMAN & CUSIMANO, LLC.
Attorneys at Law
OfficePointe at Polaris
470 Olde Worthington Road, Suite 460
Columbus, Ohio 43082
(614) 882-3100
ohiohoalaw.com

BY-LAWS

RIVER RUN OF POWELL HOMEOWNERS' ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the Association is River Run of Powell Homeowners' Association, ("the Association"), 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, ("the Articles"), and the place of meetings of members and of the Directors of the Association shall be at such place in Delaware County, Ohio as the Board of Directors ("the Board"), may from time to time designate.

ARTICLE II

DEFINITIONS

All of the terms used herein shall have the same meanings as set forth in the Articles of the Association and in the Declaration of Covenants, Easements, Restrictions and Assessment Lien, (the "Covenants") recorded in Volume 817, Page 2358 of the Delaware County, Ohio deed records.

ARTICLE III

MEMBERS

Section 1. **Composition.** Each owner of a Lot, as that term is defined in the Articles, is a member of the Association.

Section 2. **Annual Meetings.** Regular annual meetings of the Members 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 Members may be called at any time by the president or by the Board, upon written request of Members entitled to exercise one-fourth (1/4) or more of the voting power of Members.

Section 4. **Notice of Meetings.** Written notice of each meeting of Members 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 days before such meeting, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice, 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.** The Members present, in person or by proxy, at any duly called and noticed meeting of Members, shall constitute a quorum for such meeting. Members entitled to exercise a majority of the voting power of Members represented at a meeting may, at any time, adjourn such meeting. If any meeting is so adjourned, notice of such adjournment need not be given if the time and place to which such meeting is adjourned are fixed and announced at such meeting.

Section 6. **Proxies.** At any meeting of Members, a Member 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 a Member of his, her or its Lot.

Section 7. **Voting Power.** Except as otherwise provided in the Articles, the Covenants, or by law, a majority of the voting power of Members voting on any matter that may be determined by the Members at a duly called and noticed meeting shall be sufficient to determine that matter. Until the "turnover date", as that term is defined in the Covenants, all voting power shall be exercised by the Declarant. The rules of Roberts Rules of Order shall apply to the conduct of all meetings of Members except as otherwise specifically provided in the Articles, Covenants, or by law.

Section 8. **Action In Writing Without Meeting.** Any action that could be taken by Members at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of Members having not less than a majority of the voting power of Members, or such greater proportion of the voting power as may be required by the Articles, Covenants, or by law.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **Initial Directors.** The initial Directors shall be those three persons named as the initial Directors in the Articles, or such other person or persons as may from time to time be substituted by River Run of Powell, LLC (the "Declarant").

Section 2. **Number of Successor Directors.** From and after the date that the members meet to select successors to the initial Directors, there shall be three Directors, elected annually to serve one-year terms until their successors are elected at the next annual meeting. (If the initial meeting is held during the last half of a calendar year, the first elected Directors will serve for at least one full year, with their terms expiring at the second annual meeting of members following their election.) The number of Directors may be increased or decreased, from time to time, by a vote of 75% of the members who are present, in person or by proxy, at a duly called and noticed meeting of the members, the notice for which meeting specifically recites that such action to change the number of directors will be on the agenda.

Section 3. **Removal.** Excepting only Directors named in the Articles or selected by the Declarant, any Director 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 Director other than one named in the Articles or a substitute selected by the Declarant, that Director's successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of Members, when a Director shall be elected to complete the term of such deceased, resigned or removed Director. The Declarant shall have the sole right to remove, with or without cause, any Director designated in the Articles, or a substitute selected by the Declarant, and select the successor of any Director so selected who dies, resigns, is removed or leaves office for any reason before the election of Directors by all of the Members as provided in the Articles.

Section 4. **Nomination.** Nominations for the election of Directors to be elected by the Members shall be made by a nominating committee. Nominations may also be made from the floor at the meetings. The nominating committee shall consist of a chairman, who shall be a member of the Board, and two or more Members appointed by the Board. The nominating committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but no less than the number of vacancies that are to be filled.

Section 5. **Election.** Election to the Board by the Members shall be by secret written ballot. At such elections, the Members or their proxies may cast, in

respect to each vacancy, such voting power as they are entitled to exercise under the provisions of the Articles. The persons receiving the largest number of votes shall be elected, and likewise, those receiving the largest number of votes shall be elected to the longest terms. Cumulative voting is not permitted.

Section 6. **Compensation.** Unless otherwise determined by the Members at a meeting duly called and noticed for such purpose, no Director shall receive compensation for any service rendered to the Association as a Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of duties.

Section 7. **Regular Meetings.** Regular meetings of the Board shall be held no less than quarterly, without notice, on such date and at such place and hour as may be fixed from time to time by resolution of the Board.

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

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

Section 10. **Voting Power.** Except as otherwise provided in the Articles, the Covenants, or by law, vote of a majority of the Directors 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 of the Directors.

Section 12. **Powers.** The Board shall exercise all powers and authority, under law, and under the provisions of the Articles, that are not specifically and exclusively reserved to the Members by law or by other provisions thereof, and without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

(a) take all actions deemed necessary or desirable to comply with all requirements of law, the Articles, and the Covenants;

(b) obtain insurance coverage in amounts deemed by such Directors to be appropriate;

(c) enforce the covenants, conditions and restrictions set forth in the Covenants;

(d) repair, maintain and improve any property owned by the Association;

(e) establish, enforce, levy and collect assessments as provided in the Articles and Covenants;

(f) adopt and publish rules and regulations governing the use of the Lots and the personal conduct of Members, occupants and their guests thereon, and establish penalties for the infraction thereof;

(g) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association (such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for each infraction of published rules and regulations or of any provisions of the Articles, Covenants or these By-Laws);

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

(i) authorize the officers to enter into one or more agreements necessary or desirable to fulfill the purposes and objectives of the Association and to facilitate the efficient operation of the property; (it shall be the primary purpose of such management agreements to provide for administration, management, repair and maintenance as provided in the Articles and Covenants, and the receipt and disbursement of funds as may be authorized by the Board the terms of any management agreements shall be as determined by the Board to be in the best interest of the Association, subject, in all respects, to the provisions of the Articles, Covenants, and these By-Laws);

(j) cause funds of the Association to be invested in such reasonable investments as the Board may from time to time determine;

(k) borrow funds, as needed, and pledge such security and rights of the Association as might be necessary or desirable to obtain any such loan including, without limitation, the right to levy assessments; and

(l) do all things and take all actions permitted to be taken by the Association by law, or the Articles, the Covenants, or these By-Laws not specifically reserved thereby to others.

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 Members at each annual meeting of Members, or at any special meeting when such statement is requested in writing by Members representing one-half (1/2) or more of the voting power of Members;

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

(c) as more fully provided in the Articles, the Covenants, and these By-Laws, to:

(i) fix the amount of assessments against each Lot;

(ii) give written notice of each assessment to every Member subject thereto within the time limits set forth therein; and

(iii) foreclose the lien against any property for which assessments are not paid within a reasonable time or bring an action at law against the Member(s) personally obligated to pay the same, or both;

(d) 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;

(e) procure and maintain insurance and bonds as provided in the Articles, the Covenants, and these By-Laws and as the Board deems advisable;

(f) cause the property subject to the Association's jurisdiction to be maintained within the scope of authority provided in the Articles, the Covenants, and these By-Laws;

(g) cause the restrictions created by the Covenants to be enforced; and

(h) take all other actions required to comply with all requirements of law, the Articles, the Covenants, and these By-Laws

ARTICLE V

OFFICERS

Section 1. **Enumeration of Offices.** 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. No officer need be a member of the Association nor need any officer be a Director. The same person may hold more than one office.

Section 2. **Selection and Term.** Except as otherwise specifically provided in the Articles or by law, the officers of the Association shall be selected by the Board, from time to time, to serve until the Board selects their successors.

Section 3. **Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. **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 5. **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.

(b) **Secretary.** The secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the Members, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the names of Members of the Association together with their addresses, and shall act in the place and stead of the president in the event of the president's absence or refusal to act.

(c) **Treasurer.** The treasurer shall assume responsibility for the receipt and deposit in such bank accounts and investment of funds in such

vehicles, as the Board directs, the disbursement of such funds as directed by 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 Members at annual meetings, and the delivery or mailing of a copy of each to each of the Members.

ARTICLE VI

COMMITTEES

The Board shall appoint a nominating committee and may appoint such other committees as it deems appropriate in carrying out its purposes.

ARTICLE VII

BOOKS AND RECORDS

The books, records and financial statements of the Association, including annual audited financial statements when such are prepared, shall be available during normal business hours or under other reasonable circumstances, upon request to the Association, for inspection by Members and the holders and insurers of first mortgages on Lots. Likewise, during normal business hours or under other reasonable circumstances, the Association shall have available for inspection by Members, holders, insurers and guarantors of first mortgages on Lots, and prospective purchasers, current copies of the Articles, the Covenants, and these By-Laws, and the rules and regulations promulgated by the Board.

ARTICLE VIII

AUDITS

The Board shall cause the preparation and furnishing of an audited financial statement for the immediately preceding fiscal year, within a reasonable time following request (provided that no such statement need be furnished earlier than ninety days following the end of such fiscal year), in the following circumstances:

1. to each requesting Member, at the expense of the Association, upon the affirmative vote of Members exercising a majority of the voting power of Members; and

2. upon the request of the holders of fifty-one percent (51%) or more of the first mortgagees on Lots, provided the audit, if an audited statement is not already available, shall be prepared at the expense of such holders.

ARTICLE IX

FISCAL YEAR

Unless otherwise changed by the Board, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of this Association.

ARTICLE X

AMENDMENTS

Any modification or amendment of these By-Laws shall be made only in the manner and subject to the approvals, terms and conditions set forth in the Articles.

Adopted:

River Run Homeowners' Association
Board of Directors

By: Lynn Matyas Date: 4-26-13
~~Denis R. King, Jr., Secretary~~
Lynn Matyas, President

Michelle Tenney

NOTARY PUBLIC STATE OF OHIO

MICHELLE L. TENNEY
Notary Public, State of Ohio
My Commission Expires
November 7, 2016