

CODE OF REGULATIONS
OF
BRECKENRIDGE HOMEOWNERS' ASSOCIATION

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the corporation in the State of Ohio shall be located at the home of the president of the Association.

Section 2. Other Offices. The corporation may have such office, within the County of Lucas, State of Ohio, as the board of trustees may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

MEMBERS

Section 1. Classes of Members. The corporation shall have one (1) class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows: Each record owner of one of the parcels or record lots constituting Breckenridge Homeowners' Association shall automatically become a member upon purchase.

Section 2. Voting Rights. The record owners of each parcel or lot shall be entitled to one (1) vote per lot owned on each matter submitted to a vote of the members.

Section 3. Termination of Membership. Membership in the Corporation shall automatically terminate upon the sale and record transfer of the member's lot in Breckenridge Homeowners' Association.

Section 4. Reinstatement. On written request signed by a former member and filed with the secretary of the Corporation, the board of trustees, by the affirmative vote of two-thirds (2/3) of the members of the board, may reinstate such former member to membership on such terms as the board of trustees may deem appropriate.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held the second Sunday in the month of June every year at 7:30 p.m. The purpose of the meeting is to elect officers and trustees and for the consideration of reports. If the day fixed for the annual meeting shall be a legal holiday in the State of Ohio, such meeting shall be held on the next succeeding business day. If the annual meeting is not held or trustees are not elected thereat, they may be elected at a special meeting called for that purpose.

Section 2. Special Meetings. Special meetings of the voting members may be called by the president, or, in case of the president's absence, death, or disability, the vice president authorized to exercise the authority of the president, the trustees by action at a meeting, or a majority of the trustees acting without a meeting, or by sixty-six and two-thirds percent (66-2/3%) of the voting members.

Section 3. Place of Meeting. The board of trustees shall designate the place of the annual meeting, preferably in Monclova Township, Lucas County, Ohio. Any special meetings called by the board of trustees shall also be held, if possible, in Monclova Township, Ohio. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Ohio, but if all the members shall meet at any time and place, either within or without the State of Ohio, and consent, in writing, to waiver of notice either before or after the holding of such meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the time and place of a meeting of the voting members shall be given either by personal delivery or by email, or by mail, to each member entitled to notice of the meeting, not less than ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of the president or the secretary or any other person required or permitted to give notice or the officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice shall be addressed to the member at his address as it appears on the records of the corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 5. Action by Members without meeting. Any action which may be authorized or taken at a meeting of the members may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by a majority of, all the members who would be entitled to notice of a meeting for such purpose.

Section 6. Quorum. The voting members present at any meeting of voting members constitute a quorum for such meeting, but no action required by law, the articles or the regulations to be authorized or taken by a specified proportion or number of the voting members, or any class of voting members, may be authorized or taken by a lesser proportion of number.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact.

Section 8. Voting by Mail. Where trustees or officers are to be elected by members, such election may be conducted by mail in such manner as the board of trustees shall determine.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the corporation shall be managed by its board of trustees. Trustees must be members of the corporation.

Section 2. Number, Tenure, and Qualifications. The number of trustees shall be seven (7). All officers of the Association shall be trustees. Each trustee shall serve a three (3) year term. The terms shall be staggered so that elections are for three Trustees, two Trustees, and two Trustees in respective elections. Initially, three Trustees shall be elected to three (3) year terms, two Trustees shall be elected to two (2) year terms, and two Trustees shall be elected to a one (1) year term. All members vote for Trustees; the election result shall be that in even numbered years there are four house owner Trustees and in odd numbered years four villa owner Trustees. This may result in a Trustee being elected with fewer votes than another candidate. Each trustee shall be an owner or spouse of an owner and shall hold office until his successor is elected or until his earlier resignation, removal from office or death.

Section 3. Regular Meetings. A regular annual meeting of the board of trustees shall be held without other notice than this regulation, immediately after, and at the same place as the annual meeting of members.

Section 4. Special Meetings. Special meetings of the board of trustees may be called by the president, any vice president, or any two trustees. Meetings of the trustees may be held at any place within or without the State of Ohio.

Section 5. Notice. Written notice of the time and place of each meeting of the trustees shall be given to each trustee either by personal delivery or by mail or email at least five (5) days before the meeting. Any trustee may waive notice of the time and place of any meeting of the trustees, either before or after the holding of the meeting. The waiver shall be in writing and filed with or entered upon the records of the meeting.

Section 6. Quorum. A majority of the whole authorized number of trustees is necessary to constitute a quorum for a meeting of the trustees, except that a majority of the trustees in office constitutes a quorum for filling a vacancy in the board.

Section 7. Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present is the act of the board, unless the act of a greater number is required by the articles or the regulations.

Section 8. Action by Trustees Without Meeting. Any action which may be authorized or taken at a meeting of the trustees may be taken without a meeting with the affirmative vote or approval of and in a writing or writings signed by a majority of all trustees.

Section 9. Vacancies. The remaining trustees, though less than a majority of the whole authorized number of trustees may, by the vote of a majority of their number, fill a vacancy in the board for the unexpired term.

Section 10. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the board of trustees any trustee may be indemnified to the extent permitted by law for expenses and cost, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against them.

Section 11. Removal of Trustees. Any trustee elected by the membership or appointed by the board of trustees shall be removed from office only by a vote of two-thirds (2/3) of those members entitled to vote.

Section 12. Committees. There shall be established a house owner committee (HOC) and a villa owners committee (VOC). The owners of single house lots shall at the time of elections for trustees, on a ballot separate from that of election of trustees, also elect three (3) house owner committee members, each of whom shall be a house owner or spouse of house owner. The owners of villas shall at the time of elections for trustees, on a ballot separate from that of election of trustees, also elect three (3) villa owner committee members each of whom shall be a villa owner or spouse of a villa owner. Each committee member shall serve a one (1) year term, with no term limits or restrictions on re-election.

The HOC may establish dues and the terms and conditions for payment of such dues that is in addition to that of the Breckenridge Homeowners' Association. The VOC may establish dues and the terms and conditions for payment of such dues that is in addition to that of the Breckenridge Homeowners' Association.

The Breckenridge Homeowners' Association (BHA) shall establish separate checking accounts for each committee with respective elected committee members as authorized signers on the respective committees. The dues shall be paid to the Breckenridge Homeowners' Association and then deposited to the respective accounts. Dues received by the Breckenridge Homeowners' Association shall be first applied to dues owed to the Breckenridge Homeowners' Association and the remainder to the respective committee. All checking accounts shall have the address of the Treasurer of the Breckenridge Homeowners' Association; the Treasurer of the Association shall be on the account.

Each respective committee shall have the sole discretion as to use of the dues it assesses and collects through the Association for such purposes determined by the respective committee members, not subject to any control of the BHA Trustees. A majority of committee members must approve any expenditure. The committee shall maintain receipts for all expenditures and provide them not less than quarterly by the 30th day from the end of the quarter (March, June, September and December) to the Association Treasurer.

Any Member of the Association in default of dues owed to the Association for the additional dues assessed by the committee may be suspended from the Association in accordance with the Declarations. In the event of suspension, the obligation to pay Association dues and committee assessments shall continue.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of trustees shall appoint such assistant treasurers, as it shall deem desirable, who need not be Trustees. Any two or more offices may be held by the same person, and none of the officers need be trustees.

Section 2. Removal. Any officer appointed by the board of trustees may be removed by a majority of the board of trustees with or without cause whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the term of such Trustee removed as an officer.

Section 3. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of trustees for the unexpired portion of the term.

Section 4. President. The president shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the board of trustees. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of trustees, any deeds, mortgages, bonds, contracts, or other instruments that the board of trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of trustees or these bylaws or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of trustees from time to time.

Section 5. Vice President. In the absence of the president or in event of his inability or refusal to act, the vice president or in the event there be more than one vice president, the vice presidents in the order of their election, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of trustees.

Section 6. Treasurer. If required by the board of trustees, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other

depositories as shall be selected by the board of trustees, and, in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of trustees.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the members of the board of trustees in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these regulation or as required by law, be custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the secretary by such member and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of trustees.

Section 8. Assistant Treasurers and Assistant Secretaries. If required by the board of trustees, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of trustees shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of trustees.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The board of trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these regulations, to enter in to any contract or execute and deliver any instrument in the name of and behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agents or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of trustees. In the absence of such determination by the board of trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of trustees may select.

Section 4. Gifts. The board of trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE VII

DUES

Section 1. Annual Dues. The board of trustees may determine from time to time the amount of annual dues payable to the corporation by the members. The annual dues shall be paid no later than January 30 of each year. In addition, the Board of Trustees may establish a monthly dues as determined by the respective house owners committee and villa owners committee and such dues shall be payable in not less than monthly installments each due by the 5th day of each month.

Section 2. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for any period fixed in Article VII of these Regulations for a period of sixty (60) consecutive days, his membership may thereupon be terminated by the Board of Trustees by affirmative vote of two-thirds (2/3) of all the members of the board.

ARTICLE VIII

MISCELLANEOUS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of trustees, and committees having any of the authority of the board of trustees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. The requesting member shall be assessed a reasonable fee for copying documents. Unless approved by the board of directors, an owner may not examine or copy any of the following from books, records, and minutes:

- (1) Information that pertains to property-related personnel matters;
- (2) Communications with legal counsel or attorney work product pertaining to potential, threatened or pending litigation, or other property-related matters;
- (3) Information that pertains to contracts or transactions currently under negotiation, or information that is contained in a contract or other agreement containing confidentiality requirements and that is subject to those requirements;
- (4) Information that relates to the enforcement of the declaration, bylaws, or rules of the owners association against other owners;
- (5) Information, the disclosure of which is prohibited by state or federal law.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Ohio Nonprofit Corporation Law or under the provisions of the articles or regulations of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the holding of such meeting, shall be deemed equivalent to the giving of such notice. The waiver, or waivers, in writing, shall be filed with or entered upon the records of the meeting.

ARTICLE IX

AMENDMENTS

Section 1. Power of Members to Amend Regulations. The regulations of this corporation may be amended, repealed, or added to, or new regulations may be adopted by a majority of the voting members present if a quorum is present at a meeting duly called for the purpose according to the articles or regulations.