

CODE OF REGULATIONS

Lakemont Homeowners Association

ARTICLE I

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation.

ARTICLE II

Members

Section 1: Members.

The Members of the Association shall be the owners, from time to time, of all of the lots subject to the Declaration of Rights and Restrictions as to Lakemont Development Plat 1, Lakemont Development Plat 2, Lakemont Development Plat 3, Lakemont Development Plat 4, and Lakemont Development Plat 5, as recorded at the Wood County Recorders Office, as well as the owners, from time to time, of all of the lots subject to any subsequent Declaration(s) encumbering any subsequent plat of the Lakemont subdivision (collectively, the "Declarations").

Section 2: Annual Meeting.

The annual meeting of the Members of the Association shall be held for the purpose of electing trustees and for the consideration of reports to be presented at the meetings. The annual meeting shall be held at a place as the Board of Trustees or the President may designate, or such day during the month of May as the Board of Trustees may designate, or at any other day and month during the calendar year as the Board of Trustees may designate, beginning with the calendar year 1998.

Section 3: Special Meeting.

Special meetings of the Members shall be held at such times and places as may be specified in the notice therefor, whenever called by any of the following: the President; in case of the President's absence, death or disability, the Vice President authorized to exercise the authority of the President; the Secretary; or a majority of the Members of the Board of Trustees acting with or without a meeting. Upon a request in writing delivered to the President or to the Secretary by any persons entitled to call such meeting and stating the purposes for which such meeting is called, it shall be the duty of the President or the Secretary to give notice thereof to the Members. If such a request is refused, then the person(s) making such request may fix the time of the meeting and give the notice thereof to the Members.

SECTION 4:

Written notice of annual or special meetings of Members shall state the time, place and purposes thereof and shall, unless waived in writing by such Members, be given by the President or the Secretary to each Member entitled to notice of such meeting by personal delivery or by mailing such notice at least seven (7) days but not more than sixty (60) days before the date fixed for such meeting to each Member so entitled to notice of such meeting. If such notice is mailed, such notice shall be addressed to the Member at his/her address as the same appears upon 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: Waiver of Notice of Meeting.

A Member may waive notice of the time, place and purpose of any meeting of Members, either (a) by written waiver, specifying the date and place of the meeting, signed and filed with or entered upon the records of the meeting either before or after such meeting, or (b) by the attendance in person of such member at such meeting, without protesting, prior to or at the commencement of such meeting, the lack of proper notice.

Section 6: Quorum.

The Members present at any annual meeting of Members shall constitute a quorum for such meeting, but no action required by law, the Articles of Incorporation or these Regulations to be authorized or taken by a specified proportion or number of the Members may be authorized or taken by a lesser proportion or number. Subject to the preceding sentence, the affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the Members. In addition, a majority of the Members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time. The Members of the Corporation present at any meeting of Members shall constitute a quorum for the purpose of adjourning the meeting from time to time without notice other than announcement at such meeting, until a quorum competent to act on any matter or proposal is present, and at any such adjourned meeting there may be transacted any business which might have been transacted at the meeting as originally notified.

Section 7: Membership Book.

The Corporation shall maintain a membership book, which shall contain the name and address of each Member of the Corporation and the date of his/her admission to membership. Only individuals whose name is reflected in the membership book on the date fixed pursuant to Section 10 of Article III shall be entitled to vote on any matter properly submitted to the Members for their vote, consent, waiver, release or other action.

At all Members' meetings, after the ascertainment of Members present, the business of the Corporation shall be considered in such order as the President deems advisable and expedient.

Section 9: Action Without Meeting.

Any action that may be authorized or taken at a Members' meeting may be authorized or taken without a meeting in a writing or writings signed by Members holding not less than a majority of the voting rights within the Corporation and who would be entitled to notice of a meeting of the Members conducted for such purpose, and such writing or writings shall be made a part of the records of the Corporation.

Section 10: Assessments.

The Members shall be subject to assessments in accordance with Article IV of the Declarations.

ARTICLE III

Board of Trustees

Section 1: General Powers.

All of the authority of this Corporation shall be exercised by the Board of Trustees, except as otherwise provided in the Articles of Incorporation, this Code of Regulations, or by Chapter 1702, Ohio Revised Code. A Trustee shall perform his/her duties as Trustee in good faith, in a manner he/she reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a Trustee, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more Trustees, Officers or employees of the Corporation whom the Trustee reasonably believes are reliable and competent in the matters prepared or presented; (b) legal counsel, public accountants or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency; or (c) a committee of the Trustees upon which he/she does not serve, duly established in accordance with Section 13 of this Article III, as to matters within its designated authority, which Committee the Trustee reasonably believes to merit confidence.

SECTION 2. NUMBER OF TRUSTEES.

The members of the Board of Trustees shall be nine (9), three (3) new members of which shall be elected each year. The Board of Trustees shall consist of at least one (1) member of Lakemont Development Plat 1, one (1) member from Lakemont Development Plat 2, one (1) member from Lakemont Development Plat 3, one (1) member from Lakemont Development Plat 4, and one (1) member from Lakemont Development Plat 5, as well as four (4) members who shall be members at large. The elections conducted each year shall be structured so as to insure that of the three (3) new members elected each year, the constituency of the Board of Trustees shall at all times include at least one (1) member from each Plat.

Section 3: Election.

The Board of Trustees shall be elected at the annual meeting of Members, or, if not then elected, or if such meeting be not held at the time fixed therefor, then at a special meeting of the Members held for the purpose of electing Trustees. Only persons nominated by the Nominating Committee or nominated from the floor shall be eligible for election. Any nominee moved for nomination from the floor shall be seconded and be present to indicate his/her willingness to serve. At all elections of Trustees, the candidates receiving the greatest number of votes shall be elected.

Section 4: Term.

Each Trustee elected at any annual or special meeting of the Members shall serve for a three (3) year term and until his/her successor is elected, or until his/her earlier resignation, removal from office or death.

Section 5: Vacancies.

The office of a Trustee shall become vacant if he/she dies, is removed from office, or resigns. A resignation shall take effect immediately or at such other time as the resigning Trustee may specify. The remaining Trustees, though less than a majority of the whole authorized number of trustees, may, by a vote of the majority of their number, fill any vacancy in the Board for the unexpired term.

Section 6: Removal.

Any Trustee may be removed from office by the vote of a majority of the voting rights of the Members present at a meeting of Members called for the purpose of removing a Trustee, if a quorum is present.

Section 7: Meetings of the Board of Trustees.

The Board of Trustees shall have regular meetings no less than four (4) times per year, one (1) in each quarter of the year beginning in January. Other special meetings of the Board of Trustees may be called from time to time by the President, any Vice President or any two (2) Trustees. All meetings of the Board of Trustees shall be held at the offices of the Corporation in Wood County, Ohio, or at such other places as the President or the Board of Trustees may designate from time to time. The President is required to see that notice of said meetings is made in accordance with Section 8 of this Article III. A special meeting of the Board of Trustees shall be held immediately following the annual meeting of the Members at which Trustees are elected, or if held later, within fourteen (14) days of the annual meeting of Members. If the special meeting of the Board of Trustees is held immediately following the annual meeting of Members, no notice of this meeting shall be required to be given.

Section 8: Notice of Meetings.

Subject to Section 7 of this Article III, notice of meetings of the Board of Trustees shall be mailed via regular mail and/or electronically via e-mail (if available) to each Trustee, addressed to him/her at his/her residence or usual place of business or delivered to him/her personally, at least seven (7) days prior to the holding of such meeting. Every such notice shall state the time and place of the meeting, but shall not be required to state the purpose thereof. Notice of any meeting of the Board of Trustees need not be given to any Trustee, however, (a) if waived by him/her in writing and such waiver is filed with the Secretary either before or after the holding of such meeting, or (b) if he/she shall be present at said meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice. 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 9: Quorum.

At all meetings of the Board of Trustees a majority of the entire authorized Board (as fixed by the Members) is necessary to constitute a quorum for the meeting of such Board of trustees, except that a majority of the Trustees in office constitutes a quorum for purposes of filling a vacancy in the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board.

Section 10: Record Date for Members.

The Board of Trustees shall fix a time not exceeding sixty (60) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice and to vote at any such meeting. In such case, only the persons who are Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting; provided, however, that any persons who are Members of record on the date so fixed, but whose status as members is terminated subsequent to the date so fixed but prior to the date of the applicable meeting, shall not be

entitled to vote at any such meeting; and provided further, that any persons who become Members of the Corporation subsequent to the date so fixed but prior to the date of the applicable meeting shall be entitled to vote at the applicable meeting (although such persons shall not be entitled to notice of the meeting).

Section 11: By-Laws.

For the government of its actions, the Board of Trustees may adopt By-Laws consistent with the Articles of Incorporation and this Code of Regulations.

Section 12: Action Without Meeting.

Any action which may be authorized or taken at a Trustees' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Trustees who should be entitled to notice of a meeting of the Trustees held for such purpose, and such writing or writings shall be made a part of the records of this Corporation.

Section 13: Committees of the Board of Trustees.

The Board of Trustees may create an Executive Committee which shall consist of such number of Trustees, not less than three (3), as the Board of Trustees shall from time to time determine. The Members of such Executive Committee shall be selected by the Members of the Board of Trustees. The Executive Committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees. The Executive Committee may act by a majority of the Members of the Executive Committee at a meeting, or in a writing or writings signed by all of its Members. The Board of Trustees shall immediately established a Nominating Committee as a standing Committee and shall establish an Architectural Control Committee as a Standing Committee upon the assignment or relinquishment by the Developer (as defined in the Declarations) of its rights and duties as the Architectural Control Committee under Article II of the Declarations to the Association or to its Architectural Control Committee. The Board of Trustees may create such additional Standing Committees or ad hoc committees as the Board shall deem appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Corporation, and shall elect the members thereof, including but not limited to, a Social Committee, Grounds Committee, Communications Committee (Newsletter), Finance Committee, and a Fact Finding/Complaint Committee.

Section 14: Conflicts of Interest.

No contract or transaction shall be void or voidable for the reason that it is between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other entity in which one or more of its Trustees or Officers are Directors, Trustees or Officers, or have a financial or personal interest, or for the reason that one or more interested Trustees or Officers participate in or vote at the meeting of the Board of Trustees or a committee thereof which authorizes such contract or transaction.

The Trustees, by the affirmative vote of a majority of those in office and irrespective of any financial or personal interest of any of them, shall have authority (a) to establish reasonable compensation, which may include pension, disability and death benefits, for services to the Corporation by Trustees and Officers, or (b) to delegate such authority to one or more Officers or Trustees.

ARTICLE IV

Officers

Section 1: General Provisions.

The Officers of the Corporation shall consist of President, Vice President, Secretary and Treasurer. The Board of Trustees may, from time to time, create such offices and appoint such other Officers and Assistant Officers as it may determine. The Officers shall be elected by the Board of Trustees. Any two (2) of such offices may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one (1) capacity.

Section 2: Term of Office.

Officers of the Corporation shall be elected by the Board of Trustees at its special meeting following the annual meeting of Members and shall serve for a one (1) year term, unless sooner removed by the Board of Trustees or a vacancy otherwise occurs. The Board of Trustees may remove any Officer at any time, with or without cause, by a majority vote of the entire Board. A vacancy in any office, however created, may be filled by the Board of Trustees.

Section 3: President and Vice President.

The President shall preside at all meetings of Members and Trustees and shall be the Chief Executive Officer of the Corporation. He/She shall have general supervision, management, control and oversight of the business of the Corporation, subject to this Code of Regulations and subject to the orders of the Board of Trustees, and shall, in general, perform all the duties usually incident to the office of President or that may be imposed or required by the Members or Board of Trustees. In his/her absence or inability to act, the Vice President shall discharge the duties of the

President and shall perform such other duties as shall be determined by the Board of Trustees.

Section 4: Secretary.

The Secretary shall (a) keep minutes of all of the meetings of the Members and of the Board of Trustees, as well as all Actions by Written Consent and Waivers of Notice; (b) give notice of all meetings of Members and Trustees, except as otherwise provided by this Code of Regulations; (c) keep such books as may be required by the Board of Trustees, including a registry of the Members of the Corporation; and (d) perform such other duties as may be assigned to him/her from time to time by the Board of Trustees or by the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Board of Trustees, and, on the expiration of the Secretary's term of office such Secretary shall deliver all books, papers and other property of the Corporation in his/her possession or under his/her control to the President or to the Secretary's successor in office; and, in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Board of Trustees.

Section 5: Treasurer.

The Treasurer shall have general supervision of all finances; he/she shall receive and safely keep all moneys belonging to the Corporation and he/she shall perform such other duties as from time to time may be assigned to him/her by the Board of Trustees. He/She shall keep proper books of account and keep accurate account of the finances of the Corporation and shall present, at the annual meeting of Members, a statement of receipts, expenditures and surplus, and a balance sheet containing a summary of the assets and liabilities and surplus as of the close of the Corporation's fiscal year. At any meeting of the Board of Trustees, the Treasurer shall furnish summary statements of the financial condition of the Corporation as of the date requested by the President or the Board of Trustees. Upon the expiration of his/her term of office, the Treasurer shall deliver all money, books, papers and other property of the Corporation that shall in his/her possession or under his/her successor in office.

ARTICLE V

Amendments

The Members at a meeting duly called and held for such purpose, may amend or modify these Regulations by the affirmative vote of the Members holding, in the aggregate, two-thirds (2/3rds) of the voting rights within the Corporation. In addition to or in lieu of adopting an amendment to the Regulations, the Members may adopt amended Regulations by the same action or vote as that required to adopt the amendment.

ARTICLE VI

Miscellaneous

Section 1: Fiscal Year.

The fiscal year of the Corporation shall end on the 31st day of December in each year, or on such other day as may be fixed from time to time by the Board of Trustees.

Section 2: Property.

All property acquired by this Corporation by transfer, purchase, gift, bequest or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.

Section 3: Sale or Disposition of Assets.

The Board of Trustees of this Corporation may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Corporation without the necessity of procuring authorization from the Court pursuant to Section 1715.39, Ohio Revised Code, and any such lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.

Section 4: Books and Record.

The books and records of this Corporation may be examined by any Member or any Trustee or the agent or attorney of any Member or any Trustee for any reasonable and proper purpose at any reasonable time. The Corporation may request a reasonable copying charge of not more than twenty-five cents per page prior to providing any Member or any Trustee or their respective agent with copies of the books and records.

Section 5: Dissolution.

The Corporation may be dissolved with the written and signed assent of Members having not less than two-thirds (2/3rds) of the voting rights within the Corporation. Upon dissolution of the Corporation, other than incident to a merger or consolidation, all assets owned by the Corporation shall be dedicated to any appropriate public agency to be used for purposes similar to those for which this Corporation was created (as set forth in the Article of Incorporation) and as contemplated by the Declarations. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such purposes.

Section 6: Declarations.

This Corporation has been incorporated and organized pursuant to and in accordance with the Declarations.

CERTIFICATION

I, being the Secretary of the Corporation; hereby certify that I am the duly elected Secretary and that the foregoing Code of Regulations is a true and accurate copy of the Code of Regulations adopted by the Board of Trustees on the 27th day of June 1998.



Richard James, Secretary