



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 466-3910

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Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
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Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit	PLEASE READ INSTRUCTIONS	(2) Domestic Non-Profit	
	<input type="checkbox"/> Amended (122-AMAP)		<input type="checkbox"/> Amendment (125-AMDS)

Complete the general information in this section for the box checked above.

Name of Corporation _____

Charter Number _____

Name of Officer _____

Title _____

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the shareholders directors (*non-profit amended articles only*)

members was duly called and held on _____
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

In a writing signed by all of the shareholders directors (*non-profit amended articles only*)

members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

**All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.**

FIRST: The name of the corporation is: _____

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

_____ (city, village or township) _____ (county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED

Must be authenticated
(signed) by an authorized
representative
(See Instructions)

Authorized Representative

(Print Name)

Date

Authorized Representative

(Print Name)

Date

- d. To establish and operate arbitration procedures for the settlement of disputes among Lot owners;
- e. To enforce restrictions imposed upon the Lots for the benefit of the Lots and/or the Association;
- f. To promulgate and enforce such rules and regulations, and perform such acts, as are deemed necessary to achieve the above-described objectives; and
- g. To carry on any other activities which a non-profit corporation may carry on under the Ohio Non-Profit Corporation Law;
- h. To place liens on lots for nonpayment of assessments, late charges, and/or penalties, and to foreclose those liens as the Board of Directors shall determine.

ARTICLE V

Period of Existence

The period of existence of the Association shall be perpetual unless terminated in accordance with the terms of these *Articles of Incorporation*.

ARTICLE VI

General Powers

The Association shall have the power to own, accept, acquire, mortgage, and dispose of real and personal property, and to obtain, invest or disburse and retain funds, in advancing the purposes stated in Article III. The Association shall have the power to do any lawful acts, or things reasonably necessary or desirable for carrying out the Association's purposes, and for protecting the lawful rights and interests of its members in connection therewith.

ARTICLE VII

Membership and Voting Rights

§1. Membership. The following persons shall be members of the Association: (a) every person or entity who is the record owner of any one of the Lots (hereinafter referred to as a "Lot") numbered 337 through 364 in the Riverside Green South, Section 5 subdivision.

§2. Privileges of Membership. Membership shall entitle the holder thereof, or its representative in the event that the member is not an individual or individuals, to all the privileges of membership, including the rights to vote and to hold office in accordance with the provisions of §3 of this Article VII; to have free access to all facilities; and to invite guests in accordance with the provisions of Article X. Persons in the family of a member who live with the member, tenants in possession of a Lot and persons in the family of a tenant in possession of a Lot who live with such tenant, but who are not themselves members, shall have all privileges of membership, except that they shall not have the right to vote or to hold office.

§3. Voting Rights. The record owner of any Lot shall have one vote. If more than one person or entity holds an interest(s) in a single Lot, then the owner(s) shall designate one person who will be a representative entitled to exercise one vote for that Lot. If the owners do not designate a representative, then the right to vote shall be forfeited. Members only may exercise the right to vote.

ARTICLE VIII Board of Directors

§1. Number. The affairs of the Association shall be managed by a board of three directors who must be members (or representatives of members who are not individuals) of the Association. The number of directors may be changed by amendment of the *Code of Regulations* of the Association.

§2. Powers of Directors. The elected Board of Directors shall have the same powers and duties enumerated in the *Articles* and in the *Code of Regulations*.

ARTICLE IX Assessments

The directors of the Association shall, prior to January 1 of each year, determine the estimated operating and contingency costs of the Association in connection with fulfilling all of the purposes of the Association for the following calendar year. Such total shall be divided by 28. The resulting amount shall be the annual assessment for Lots for that calendar year. Assessments shall be collected on a regular basis during each calendar year according to the schedule established by the Board of Directors and the Treasurer.

Lot owners who are delinquent in payment of assessments thirty (30) days or more, are subject to a late charge of \$5.00 every thirty (30) days from the previous payment due date. Late fees shall be assessed using the same thirty (30) day schedule, on any penalties or additional balances owed to the Association.

- a. From and after January 1 of each year, the annual assessment may be increased each year not more than 10% above the assessment for the previous year without a vote of the membership.
- b. From January 1 of each year the annual assessment may be increased above 10% by a vote of 66% of the owners who are present to vote in person, by proxy, or by absentee ballot, at a meeting duly called for this purpose.
- c. The Board of Directors may fix the annual assessment at an amount not in excess of the maximum.

ARTICLE X

Guests

Guests of members, when and only when accompanied by a member, shall be entitled to the use of any facilities located on the property owned by the Association, subject to such fees, rules, cancellations, and regulations as may be adopted by the Board of Directors.

ARTICLE XI

Insurance

The Association may keep the improvements erected on the property of the Association insured against loss by fire and other hazards. In addition, the Association may maintain liability insurance in such amount as is deemed sufficient by the Board of Directors. The Association shall be bound by the insurance guidelines pursuant to all sections of Article VIII, in the *Code of Regulations*.

ARTICLE XII

Net Earnings and Dissolution

§1. Net Earnings. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other persons, except that the Association shall be authorized and empowered to reimburse any directors, officer or member for his actual expenses incurred in the performance of his duties and in the furtherance of the purposes set forth in Article III.

§2. Dissolution. The Association shall exist so long as (1) the Association owns any portion of the Open Space, or (2) any restrictions remain applicable to any Lot, which restrictions are enforceable by the Association, or (3) the arbitration of disputes in connection with such restrictions has been delegated by such restrictions to the Association and continues to remain in force; whichever is longest.

ARTICLE XIII

Amendment

§1. Notices of Amendment. A holder or insurer of a first mortgage upon any Lot, upon written request to the Association (which request shall state the name and address of such holder or insurer and a description of the Lot) shall be entitled to timely written notice of:

- a. Any proposed amendment of these *Articles of Incorporation*; or
- b. Any proposed termination of the Association (unless the Association automatically terminates pursuant to the provisions of §2 of Article XII, above).

§2. Amendments. The consent of 66% of Lot owners present, entitled to vote, in person, by proxy, or by absentee ballot, at a duly called and noticed meeting of the Association, shall be required for any amendment of these *Articles of Incorporation*.

ARTICLE XIV
Inspection of Association Books and Records

The holder and insurer of the first mortgage on any Unit shall be entitled upon request, to:

- a. Inspect the books and records of the Association during normal business hours; and
- b. Require the preparation of and receive an annual financial statement of the Association for the immediately preceding calendar year, except that such statement need not be furnished earlier than April 1, following the end of such calendar year.

The members shall also have reasonable access to inspect the books, records, and financial statements of the Association.

* * * * *

IN WITNESS WHEREOF, I have hereunto set my hand this ____th day of _____, 2005.

Robert Luce, President

APPOINTMENT OF AGENT

Green Belt Three Association, an Ohio corporation not for profit, with its principal office in Franklin County, Ohio, hereby appoints Charles T. Williams, 555 South Front Street, Suite 320, Columbus, Ohio, 43215, as its statutory agent.

Green Belt Three Association,

By: _____
Robert Luce, President