

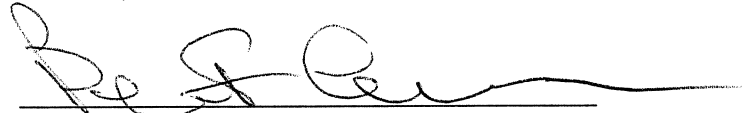
MINUTES OF AN ORGANIZATIONAL MEETING OF THE INCORPORATOR OF  
SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION,  
AN OHIO NON-PROFIT CORPORATION  
HELD AT THE ROCKEFELLER BUILDING, 614 SUPERIOR AVENUE, N.W., SUITE 200,  
CLEVELAND, OHIO 44113

The first meeting of the Incorporator of the Springbrook Reserve Homeowners Association, an Ohio Non-Profit Corporation, was held on the 17<sup>th</sup> day of December 2003, at The Rockefeller Building, 614 Superior Avenue, N.W., Suite 200, Cleveland, Ohio 44113.

The Incorporator reported that the Articles of Incorporation were filed in the Office of the Secretary of State on the 3<sup>rd</sup> day of June 2003, and recorded on as Document Number 200316002144 of the Records of Incorporation and Miscellaneous Filings, and designated as Corporation No. 1392844.

A copy of said Articles of Incorporation are attached hereto.

Incorporator



Benjamin F. Cappadora



DI	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06.	03	200316002144	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

THANO G. PASALIS ATTORNEY AT LAW  
 55 PUBLIC SQUARE  
 SUITE 1575  
 CLEVELAND, OH 44113-1971

# STATE OF OHIO

**Ohio Secretary of State, J. Kenneth Blackwell**

1392844

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION**  
 and, that said business records show the filing and recording of:

Document(s)  
**DOMESTIC ARTICLES/NON-PROFIT**

Document No(s):  
**200316002144**



United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of  
 the Secretary of State at Columbus,  
 Ohio this 9th day of June, A.D.  
 2003.

*J. Kenneth Blackwell*  
 Ohio Secretary of State

2003 JUN -9 AM 8:51

**ARTICLES OF INCORPORATION**  
**OF**  
**SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION**

The undersigned, desiring to form a non-profit corporation under Section 1702 of the Ohio Revised Code, hereby certifies:

**FIRST.** The name of the corporation is **SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION** (the "Association"), a not for profit corporation, hereinafter sometimes called the "Association".

**SECOND.** The place in Ohio where the principal office of the Association is The Rockefeller Building, 614 Superior Avenue, N.W., Suite 200, Cleveland, OH 44113, Cuyahoga County, Ohio.

**THIRD.** A. The purposes for which the Association is formed is to act as the homeowners Association with regard to the real estate specifically described in the Declaration of Covenants, Conditions and Restrictions for **SPRINGBROOK RESERVE NO. 1** (the "Declaration") said Declaration being recorded in the real estate records of Summit County, Ohio at Instrument Number 54650680, Pages 1 - 8, Filed January 23, 2002 at 10:21 AM. In addition, the specific purposes for which this Association is formed are:

1. To accept ownership of, or easements to, the real estate along with any improvements or equipment located or to be located thereon; the land shown as Springbrook Reserve Homeowners Association Lands and Easements on the Plat, collectively, "The Association Land", and any annexations thereto.

2. To Maintain The Association Land for the use and benefit of the members of the Association and further to provide for the perpetual maintenance, operation, repair and correction of all retention basins, ponds, entrance, trails, plantings, Platted Land signs, fences, and all facilities and structures erected on The Association Land.

3. To represent and promote the welfare of the residents of the Platted Land as aforesaid generally; and to cooperate with the officials of municipal, county, state and other public authority for the promotion and betterment of the interests of the said Platted Land as aforesaid, including, without limitation the dedication of drainage ways for the purpose of carrying off storm water or granting easements thereto, in

addition to those granted according to the Drainage Easement, defined and described in the Declaration, to the appropriate municipal, county or state authority requesting said dedication or easement, in any part of the real estate located in the Platted Land, in order to permit said requesting authority to regulate said drainage ways and easements, provided it shall be the obligation of the Association to operate, repair and correct the retention basins in the Association Land.

B. In implementation of these purposes, the Association may:

1. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these Articles of Incorporation, the Declaration and the Code of Regulations of SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION (the "Code of Regulations"), as the same maybe amended from time to time.
2. To provide and pay for insurance coverage in such types and amounts as the Association shall determine.
3. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, grant easements over, or otherwise dispose of real or personal property in connections with the affairs of the Association.
4. To borrow money to fulfill its purpose and give security therefore.
5. To enter into and perform contracts to fulfill its purpose.
6. Fix, levy, and collect all charges or assessments pursuant to the terms of the Declaration and Code of Regulations, enforce payment of such charges and assessments by any lawful means, and pay all expenses in connection therewith and in connection with the conduct of the affairs of the Association.
7. Do any other thing necessary, expedient, incidental, appropriate, or convenient to the carrying out of the foregoing purposes which will promote the common benefit and enjoyment of the residents or owner of the Lots, insofar as not prohibited by law, the Declaration, and the Code of Regulations.
8. Have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 1702 of the Ohio Revised Code may now or hereafter have or exercise by law.

The Association shall not take any action or enter into any transaction or agreement in a manner which would violate any provision of Chapter 1702 of the Ohio Revised Code of these Articles of Incorporation, the Declaration, or the Code of Regulations of the Association.

**FOURTH.** The Association is organized as a non-profit corporation pursuant to Chapter 1702 of the Ohio Revised Code, and does not contemplate pecuniary gain or profit to the Members thereof. No part of the net earning of the Association shall inure (other than by acquiring, construction, or providing management, maintenance, and care of Association property, and other than by rebate of excess membership dues, fees, or assessments) to the benefit of any private person, including, but not limited to, the members of the Board of Directors, and the Association's officers or Members.

**FIFTH.** The Owner or Owners of record of each Lot in any of the Platted Land shall automatically become a member, "Member" of the Association, and shall be entitled to participate in the operation of the Association and shall be bound by the regulations and restrictions set forth in the Declaration, and the Code of Regulations, where not in conflict with the Declaration. Said Declaration and Code of Regulations shall be binding on all successors and assigns, occupants or renters in the Platted Land. One's membership in the Association shall lapse and terminate when an Owner ceases to be the Owner of record of the Lot.

Each Lot shall have one vote which shall be exercised by the Owner or Owners or record unless said Owner or Owners assigns the voting right to someone else and the assignment of voting rights is filed in writing with the Vice-President and Secretary of the Association. Renters shall not have voting rights unless duly assigned to the by the Owner of the Lot.

**SIXTH.** The affairs of the Association shall be managed by a Board of Directors as outlined below. The names and addresses of the persons or entity who are initially to act as member of the Board of Directors, until the selection of their successors as provided in the Declaration and Code of Regulations are:

Court Street Development Co., LLC  
614 Superior Avenue N. W., Suite 200  
Cleveland, OH 44113

The number, qualifications, terms of office, and manner and time of selection of successor Directors shall be as set forth in the Declaration and Code of Regulations.

The Board of Directors shall have all of the powers and duties of a Board of Trustees or Directors as defined in Chapter 1702 of the Ohio Revised Code, except as these powers may be limited and expanded by the provisions of these Articles of Incorporation, the Declaration, and the Code of Regulations.

**SEVENTH.** The Association shall indemnify every person who is or has been a member of the Board of Directors, and officer, and agent, or an employee of the

Association, and those persons' respective heirs, legal representatives, successors and assigns, against expenses (including attorneys' fees, judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonable incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether in an action or proceeding by or in the right of the Association, or otherwise, in which this person was or is a party or is threatened to be made a party because this person was or is a member of the Board of Directors, an officer, and employee, or an agent of the Association, or is or was serving in such capacity at the request of the Association, provided that person (a) acted in good faith and in a manner that person believed to be in or not opposed to the best interests of the Association, and (b) in any matter the subject of a criminal action or proceeding, had no reasonable cause to believe the questioned conduct was unlawful; provided, however, that if any action or suit by or in the right of the Association, or procure a judgment in its favor against this person because of this person's serving in such capacity, is threatened, pending or completed, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that in view of all the circumstances of the case this person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

Unless ordered by a court, the determination of indemnification, pursuant to the foregoing criteria, shall be made (a) by a majority vote of a quorum of the Association's Board of Directors 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 Directors so direct, 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 Association or any person to be indemnified within the past five (5) years, or (c) by the Members, or (d) by the court in which such action, suit, or proceeding was brought.

Such indemnification is not exclusive of any other rights to which this person may be entitled under law, any agreement, or any insurance purchased by the Association, or by vote of members, or otherwise.


EIGHTH. Notice and quorum requirements shall be in accordance with the provisions of the Code of Regulations.

NINETH. The Association shall cease to exist upon termination of the Declaration in accordance with its terms.

TENTH. All defined and capitalized terms used herein shall have the same meaning as set forth in the Declaration, unless otherwise defined herein.

ELEVENTH. These Articles of Incorporation may be amended only under the same terms and conditions, and with the same approvals, as are provided in the Declaration for its amendments.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28<sup>th</sup> day of MAY, 2003.


  
Benjamin F. Cappadora, Incorporator

**ORIGINAL APPOINTMENT OF STATUTORY AGENT**

The undersigned, the sole Incorporator of SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION hereby appoints Benjamin F. Cappadora to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

614 Superior Avenue, N.W., Suite 200  
Cleveland, OH 44113

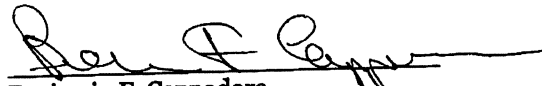
Dated: May 28, 2003

  
Benjamin F. Cappadora, Incorporator

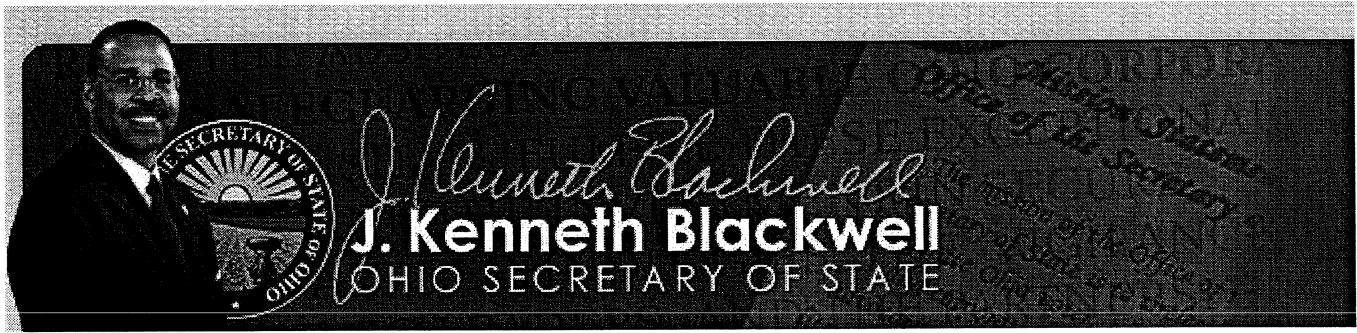
**ACCEPTANCE OF APPOINTMENT**

The undersigned, Douglas Cappadora, named herein as the statutory agent for SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Dated: May 28,, 2003

  
Benjamin F. Cappadora





**Business Information**

Business Name	Charter / Registration Number	Type	Original Filing Date	Status	Expiration Date	Location / County / State	Agent / Contact Info	Business Filing Info	Prior Business Name Info
SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION	1392844	Corporation For Non-Profit	Jun 09 2003	Active	Jun 09 2008	Cleveland Cuyahoga	<a href="#">Click for Details</a>	<a href="#">Click for Details</a>	<a href="#">Click for Details</a>

Total Row Count in Report- 1  
Row(s) 1 - 1

[Back to Menu](#)

**\* 200526201896 \***

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/19/2005	200526201896	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

THANO G PASALIS  
75 PUBLIC SQ  
STE 310  
CLEVELAND, OH 44113

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, J. Kenneth Blackwell**

1392844

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION**

and, that said business records show the filing and recording of:

Document(s):

**DOMESTIC/AMENDED RESTATED ARTICLES**

Document No(s):

**200526201896**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 16th day of September, A.D.  
2005.

*J. Kenneth Blackwell*  
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

[www.state.oh.us/sos](http://www.state.oh.us/sos)  
e-mail: [busserv@sos.state.oh.us](mailto:busserv@sos.state.oh.us)

<b>Expedite this Form: (Select One)</b>	
<b>Mail Form to one of the Following:</b>	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 1028 Columbus, OH 43216

**Certificate of Amendment by  
Shareholders or Members  
(Domestic)  
Filing Fee \$50.00**

**(CHECK ONLY ONE (1) BOX)**

<b>(1) Domestic for Profit</b>	<b>PLEASE READ INSTRUCTIONS</b>		<b>(2) Domestic Non-Profit</b>
	<input type="checkbox"/> Amended (122-AMAP)	<input type="checkbox"/> Amendment (125-AMDS)	
			<input type="checkbox"/> Amendment (128-AMD)

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

Name of Corporation Springbrook Reserve Homeowners Association

Charter Number 1392844

Name of Officer Benjamin F. Cappadora

Title President

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: Springbrook Reserve Homeowners Association

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

Cleveland  
(city, village or township)

Cuyahoga  
(county)

THIRD: The purposes of the corporation are as follows:

Please see the attachment hereto consisting of 4 additional pages.

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

Benjamin F. Cappadora

(Print Name)

President and Director

\_\_\_\_\_

\_\_\_\_\_

Authorized Representative

(Print Name)

\_\_\_\_\_

\_\_\_\_\_

9.7.05

Date

\_\_\_\_\_

Date

The purpose of the corporation is as follows: to act as the homeowners association with regard to the real estate described in that deed recorded for record at Volume 5408 page 353 through 356 Summit County records, "Deed", submitted to declaration and plat in the County of Summit, City of Stow known commonly as Springbrook Reserve including the Declaration of Covenants, Conditions and Restrictions for SPRINGBROOK RESERVE NO. 1 recorded in the real estate records of Summit County, Ohio at Instrument Number 54650680, Filed January 23, 2002, that 1<sup>st</sup> Amended and Restated Declaration recorded in the real estate records of Summit County at Instrument No. 54919246 filed July 21, 2003 and that declaration entitled Springbrook Reserve Number 2, recorded in the Summit County records at Instrument No. 55008279 filed February 9, 2004, and that declaration entitled Springbrook Reserve Number 3, recorded in the Summit County records at Instrument No. 55008279 filed February 9, 2004 and any and all other land annexed thereto from the land described in the Deed. All the foregoing declarations and all other declarations annexing the land from the Deed by declaration and all amendments thereto are collectively herein referred to as the "Declarations". In addition, the specific purposes for which this Association is formed are:

1. To accept ownership of, or easements to, the real estate along with any improvements or equipment located or to be located thereon; the land shown as Springbrook Reserve Homeowners Association Lands and Easements on the Plats, collectively, "The Association Land", and any annexations thereto.

2. To Maintain The Association Land for the use and benefit of the members of the Association and further to provide for the perpetual maintenance, operation, repair and correction of all retention basins, ponds, entrance, trails, plantings, Platted Land signs, fences, and all facilities and structures erected on The Association Land.

3. To represent and promote the welfare of the residents of the Platted Land as aforesaid generally; and to cooperate with the officials of municipal, county, state and other public authority for the promotion and betterment of the interests of the said Platted Land as aforesaid, including, without limitation the dedication of drainage ways for the purpose of carrying off storm water or granting easements thereto, in addition to those described in the Plats, to the appropriate municipal, county or state authority requesting said dedication or easement, in any part of the real estate located in the Platted Land, in order to permit said requesting authority to regulate said drainage ways and easements, provided it shall be the obligation of the Association to operate, repair and correct the retention basins in the Association Land.

B. In implementation of these purposes, the Association may:

1. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these

Articles of Incorporation, the Declarations and the Code of Regulations of SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION (the "Code of Regulations"), as the same maybe amended from time to time.

2. To provide and pay for insurance coverage in such types and amounts as the Association shall determine.

3. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, grant easements over, or otherwise dispose of real or personal property in connections with the affairs of the Association.

4. To borrow money to fulfill its purpose and give security therefore.

5. To enter into and perform contracts to fulfill its purpose.

6. Fix, levy, and collect all charges or assessments pursuant to the terms of the Declarations and Code of Regulations, enforce payment of such charges and assessments by any lawful means, and pay all expenses in connection therewith and in connection with the conduct of the affairs of the Association.

7. Do any other thing necessary, expedient, incidental, appropriate, or convenient to the carrying out of the foregoing purposes which will promote the common benefit and enjoyment of the residents or owner of the Lots, insofar as not prohibited by law, the Declarations, and the Code of Regulations.

8. Have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 1702 of the Ohio Revised Code may now or hereafter have or exercise by law.

The Association shall not take any action or enter into any transaction or agreement in a manner which would violate any provision of Chapter 1702 of the Ohio Revised Code of these Articles of Incorporation, the Declarations, or the Code of Regulations of the Association.

**FOURTH.** The Association is organized as a non-profit corporation pursuant to Chapter 1702 of the Ohio Revised Code, and does not contemplate pecuniary gain or profit to the Members thereof. No part of the net earning of the Association shall inure (other than by acquiring, construction, or providing management, maintenance, and care of Association property, and other than by rebate of excess membership dues, fees, or assessments) to the benefit of any private person, including, but not limited to, the members of the Board of Directors, and the Association's officers or Members.

**FIFTH.** The Owner or Owners of record of each Lot in any of the Platted Land shall automatically become a member, "Member" of the Association, and shall be entitled to participate in the operation of the Association and shall be bound by the regulations and restrictions set forth in the Declarations, and the Code of Regulations, where not in conflict with the Declarations. Said Declarations and Code of Regulations shall be binding on all successors and assigns, occupants or renters in the Platted Land. One's membership in the Association shall lapse and terminate when an Owner ceases to be the Owner of record of the Lot.

Each Lot shall have one vote which shall be exercised by the Owner or Owners or record unless said Owner or Owners assigns the voting right to someone else and the assignment of voting rights is filed in writing with the Vice-President and Secretary of the Association. Renters shall not have voting rights unless duly assigned to the by the Owner of the Lot.

**SIXTH.** The affairs of the Association shall be managed by a Board of Directors as outlined below. The names and addresses of the persons who are initially to act as member of the Board of Directors, until the selection of their successors as provided in the Declarations and Code of Regulations is:

Benjamin F. Cappadora  
The Rockefeller Building  
614 Superior Avenue, N.W., Suite 200  
Cleveland, OH 44113

Michael Miller  
The Rockefeller Building  
614 Superior Avenue, N.W., Suite 200  
Cleveland, OH 44113

Victor Cohn  
29225 Chagrin Boulevard, Suite 250  
Pepper Pike, OH 44122

The number, qualifications, terms of office, and manner and time of selection of successor Directors shall be as set forth in the Declarations and Code of Regulations.

The Board of Directors shall have all of the powers and duties of a Board of Trustees or Directors as defined in Chapter 1702 of the Ohio Revised Code, except as these powers may be limited and expanded by the provisions of these Articles of Incorporation, the Declarations, and the Code of Regulations.

**SEVENTH.** The Association shall indemnify every person who is or has been a member of the Board of Directors, or a manager or member of a Director and an officer, and or agent, or an employee of the Association, and those persons' respective heirs, legal representatives, successors and assigns, against expenses (including attorneys' fees, judgments, decrees, fines, penalties, and amounts paid in settlement actually and

reasonable incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether in an action or proceeding by or in the right of the Association, or otherwise, in which this person was or is a party or is threatened to be made a party because this person was or is a member of the Board of Directors, or a member or Manager of a Director, an officer, and employee, or an agent of the Association, or is or was serving in such capacity at the request of the Association, provided that person (a) acted in good faith and in a manner that person believed to be in or not opposed to the best interests of the Association, and (b) in any matter the subject of a criminal action or proceeding, had no reasonable cause to believe the questioned conduct was unlawful; provided, however, that if any action or suit by or in the right of the Association, or procure a judgment in its favor against this person because of this person's serving in such capacity, is threatened, pending or completed, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that in view of all the circumstances of the case this person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

Unless ordered by a court, the determination of indemnification, pursuant to the foregoing criteria, shall be made (a) by a majority vote of a quorum of the Association's Board of Directors 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 Directors so direct, 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 Association or any person to be indemnified within the past five (5) years, or (c) by the Members, or (d) by the court in which such action, suit, or proceeding was brought.

Such indemnification is not exclusive of any other rights to which this person may be entitled under law, any agreement, or any insurance purchased by the Association, or by vote of members, or otherwise.

EIGHTH. Notice and quorum requirements shall be in accordance with the provisions of the Code of Regulations.

NINETH. The Association shall cease to exist upon termination of the Declarations in accordance with its terms.

TENTH. All defined and capitalized terms used herein shall have the same meaning as set forth in the Declarations, unless otherwise defined herein.

ELEVENTH. These Articles of Incorporation may be amended only under the same terms and conditions, and with the same approvals, as are provided in the Declarations.

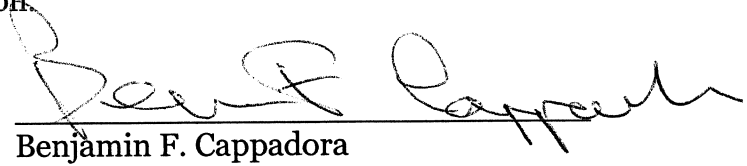


SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION  
A NON PROFIT OHIO CORPORATION

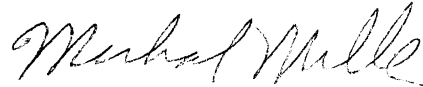
ACTION BY UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS

Pursuant to Section 1702.25 and 1702.10 of the Ohio Revised Code, the undersigned, being all of the Directors of Springbrook Reserve Homeowners Association, a Non Profit Ohio Corporation (the "Association"), do hereby take and adopt the following actions by this unanimous written consent:

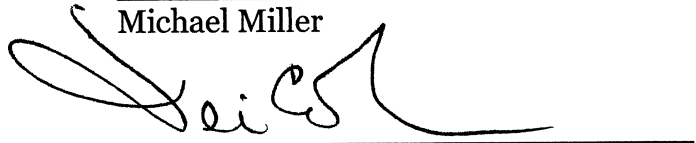
RESOLVED: That the Code of Regulations presented to the Directors of the Association this date be, and the same hereby is, adopted as the Code of Regulations of the Association and that a copy thereof be inserted in the record book of the Association immediately following this written action.

  
\_\_\_\_\_

Benjamin F. Cappadora

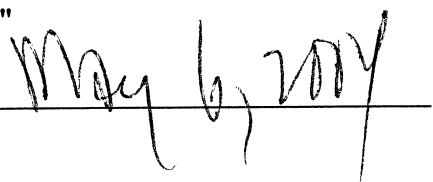
  
\_\_\_\_\_

Michael Miller

  
\_\_\_\_\_

Victor Cohn

"Directors"

Dated:   
\_\_\_\_\_

**CODE OF REGULATIONS**  
**OF**  
**SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION**

**ARTICLE I.**

The name of this Association is SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the Association shall initially be located at Rockefeller Building Associates, 614 Superior Avenue, N.W., Suite 200, Cleveland, OH 44113, but meetings of Members and Directors may be held at such places within the State of Ohio, as may be designated by the Board of Directors.

**ARTICLE II.**

**SECTION 1.** The Association is a non-profit corporation organized and existing under the laws of the State of Ohio, pursuant to Articles of Incorporation filed on or about June 9, 2003, Document Number 200316002144, as amended "Articles".

**SECTION 2.** The terms "Association Land", "Declaration", "Drainage Easements", "Lot", "Lots", "Member", "Owner", "Renter", "Plat", and "Platted Land" shall have the same meanings as those terms given in any declaration which incorporates any of the real estate described in that deed recorded for record at Volume 5408 page 353 through 356 Summit County records, "Deed", submitted to declaration and plat in the County of Summit, City of Stow, known commonly as Springbrook Reserve including (a) the Declaration of Covenants, Conditions and Restrictions for SPRINGBROOK RESERVE NO. 1 recorded in the real estate records of Summit County, Ohio at Instrument Number 54650680, Filed January 23, 2002, (b) that 1<sup>st</sup> Amended and Restated Declaration recorded in the real estate records of Summit County at Instrument No. 54919246 filed July 21, 2003 and (c) that declaration entitled Springbrook Reserve Number 2, recorded in the Summit County records at Instrument No. 55008279 filed February 9, 2004 and any and all other land annexed thereto and any amendments thereto, with all of the foregoing described declarations and all amendments thereto hereinafter collectively known as the "Declarations".

**SECTION 3.** "Common Expenses" shall include but not be limited to the following: expenses of administration and expenses of maintenance and operation of Association Land, the signs, the fences, and the lawns at or near the entrances to the Platted Land, the street and traffic control signs, and other expenses declared to be Common Expenses of these Code of Regulations or by the Board of Directors of the Association or by the Declarations.

## ARTICLE III

### MEETING OF MEMBERS

SECTION 1. Annual Meeting. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

SECTION 2. Special Meetings. Special meetings of the Members may be called at any time by the president a member of the Board of Directors.

SECTION 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing or delivering a copy of such notice, postage prepaid, at least seven (7) 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 the notice. Such notice shall specify the place, time, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

SECTION 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast twenty percent (20%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these Code of Regulations. If, however, such quorum not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

SECTION 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary and the vice-president of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his, her or its Lot.

## ARTICLE IV

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

SECTION 1. Number. Initially, the affairs of this Association shall be managed by a Board of Directors, who need not be Members of the Association. There shall be three (3) Directors; provided however initially, there shall only be one Director

as designated in the Articles, who may appoint three (3) directors to replace the one Director, who shall serve until the annual meeting following the first annual meeting, thereafter there shall be three (3) directors to be appointed as hereafter setforth.

SECTION 2. Term of Office. At the annual meeting following the first annual meeting, the Members shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years, and one Director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect Directors to replace these whose terms have expired.

SECTION 3. Removal. After the term of the initial Directors, any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his, her or its successor shall be selected by the remaining Members of the Board and shall serve the unexpired term of his, her or its predecessor.

SECTION 4. Compensation. No Director shall receive compensation for any service commonly rendered by directors in their capacity as directors which he or she may render to the Association. However, any Director may be reimbursed for his actual expenses, her or its duties in behalf of the Association.

SECTION 5. Action Taken Without a Meeting. The Directors shall have the right to take any action which they could take at a meeting in the absence of a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors, called for such purposes.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. Nomination for election to the Board of Directors at the annual meeting following the first annual meeting and thereafter shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting(s) following the first annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

SECTION 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### MEETING OF DIRECTORS

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least every six (6) months without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

SECTION 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) Directors, after not less than three (3) days' notice to all Directors.

SECTION 3. Quorum. A majority of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting, at which a quorum is present, shall be regarded as the act of the Board.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Association land and facilities, if any, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these Code of Regulations, the Articles as amended , or the Declarations ;

(c) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors; and

(d) employ a manager, independent contractors, or such other employee(s) or agents as they deem necessary, and to prescribe their duties.

SECTION 2. Duties. It shall be the duty of the Board of Directors 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 the Annual Meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members;

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

(c) as more fully provided in the Declarations, to:

(1) fix the amount of annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Member subject thereto of the Member's assessment for each annual assessment period;

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the date or to bring an action at law against the owner thereof personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Association Land, the signs, fences, and lawns at or near the primary entrances to the Platted Land, and street and traffic control signs to be maintained.

(h) cause the rights, covenants, and terms and conditions of the Declarations to be implemented and enforced.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

SECTION 1. Enumeration of Offices. The officers of this Association shall be a president and a vice-president, who shall at all times be members of the Board of Directors, a secretary-treasurer, and such other officers as the Board may, from time to time, by resolution create.

SECTION 2. Election of Officers. The initial officers shall be appointed by the initial Board of Directors. The appointment of officers thereafter shall take place at the first meeting of the Board of Directors following each annual meeting.

SECTION 3. Term. The officers of this Association shall be appointed annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

SECTION 4. Special Appointments. The Board may appoint 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 5. 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 time later specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

SECTION 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

SECTION 8. Duties. The duties of the officers are as follows:

President: the President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes.

Vice-President: the Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board, and shall receive proxies.

Secretary: the Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notices; keep appropriate current records showing the Members of the Association together with their addresses, and perform such other duties as required by the Board, and receive proxies.

Treasurer: the Treasurer shall receive and deposit in an appropriate bank account or accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular meeting, and deliver a copy of each to the Members.

## ARTICLE IX

### BOOKS AND RECORDS

The books, records and papers of the Association shall, at all times, during reasonable business hours, be subject to inspection by any Member. The Declarations, the Articles and the Code of Regulations of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE X

### ASSESSMENTS

As more fully provided in the Declarations, each Member is obligated to pay the Association assessments.

## ARTICLE XI



MISCELLANEOUS

SECTION 1. Membership voting rights. The Owner or Owners of record of each Lot in any of the Platted Land shall automatically become a member, "Member" of the Association, and shall be entitled to participate in the operation of the Association and shall be bound by the regulations and restrictions set forth in the Declarations, and the Code of Regulations, where not in conflict with the Declarations. Said Declarations and Code of Regulations shall be binding on all successors and assigns, occupants or renters in the Platted Land. One's membership in the Association shall lapse and terminate when an Owner ceases to be the Owner of record of the Lot.

Each Lot shall have one vote which shall be exercised by the Owner or Owners or record unless said Owner or Owners assigns the voting right to someone else and the assignment of voting rights is filed in writing with the Vice-President and Secretary of the Association. Renters shall not have voting rights unless duly assigned to the by the Owner of the Lot.

SECTION 2. Conflict. In the case of any conflict between the Declarations and these Code of Regulations, the Declarations shall control.

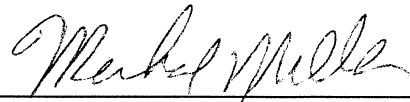
SECTION 3. Fiscal year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, the undersigned being the Directors of SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION has hereunto set its hand effective the 6<sup>th</sup> day of MAY, 2004.

"Directors"



Benjamin F. Cappadora



Michael Miller



Victor Cohn

## Springbrook Reserve Homeowners Association Meeting Minutes:

Meeting was held on Monday October 17, 2005 at 7:00 pm in the Community Room at the Safety Building in the City Hall Complex, Stow, Ohio. The purpose of the meeting is for Mr. Ben Cappadora, current President of the Homeowners Association to turn the Association over to homeowners of Springbrook Reserve. The homeowners of Springbrook Reserve will nominate three (3) Directors. Once those Directors have been selected, they will be in touch with Ben Cappadora or Therese Manos (216-696-3929) as to whether the books, monies and all that is related to the Homeowners Association is to be mailed or picked up.

The meeting began at 7:10 pm with opening statements from Ben Cappadora introducing himself as the current President of the Springbrook Reserve Homeowners Association. He then spoke of the last project to be completed; the top coat. Mr. Cappadora then introduces his attorney Mr. Thanos Pasalis to conduct the meeting.

Mr. Pasalis opens the meeting for volunteers to nominate themselves or someone else to run the Springbrook Homeowners Association. Three Directors will be picked this evening; a three (3) year term, two (2) year term and a one (1) year term. Nominations were as follows:

Bob Quart  
John Hill  
David Cerroni  
Christine Krinsky  
Mark Csernik

Nominations were taken. Ballot sheets were passed around. Ballot sheets were collected. They were counted by Therese Manos, Doug Cappadora and Michelle Adams.

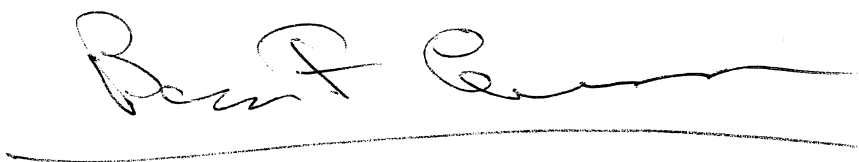
Voting results were as follows:

John Hill received 24 votes  
Dave Cerroni received 16 votes  
Christine Krinsky received 23 votes  
Mark Csernik received 26 votes  
Bob Quart received 26 votes

Bob Quart and Mark Csernik received the same amount of votes. A coin was tossed. The three Directors selected are as follows:

Mark Csernik - Three (3) year term  
Bob Quart - Two (2) year term  
John Hill - One (1) year term

Meeting was adjourned at 7:40 pm.



SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION  
AN OHIO NON-PROFIT CORPORATION

ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND THE OWNERS

Pursuant to Section 1701.25 of the Ohio Revised Code, the undersigned, being all of the members of the Board of Directors of Springbrook Reserve Homeowner's Association, an Ohio Non-Profit Corporation (the "Association"), do hereby take and adopt the following actions by their unanimous written consent:

RESOLVED: That Benjamin F. Cappadora, Michael Miller, and Victor Cohn are to serve as Directors of the Association, to hold office until their respective successors are elected and shall have qualified;

RESOLVED FURTHER: That the officers of the Corporation shall be as follows:

President	Benjamin F. Cappadora
Vice President	Michael Miller
Secretary	Michael Miller
Treasurer	Victor Cohn

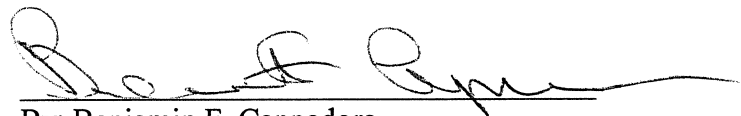
RESOLVED FURTHER: That any and all contracts, leases, and any other obligations incurred for and on behalf of the Association, prior to the execution thereof, by any of the officers of the company are hereby ratified and approved as though fully authorized from the date of inception and are hereby made obligations of this Association;

RESOLVED FURTHER: That the Association shall indemnify any and all persons who have guaranteed obligations of the Association or who in the future will be required to guarantee obligations of the Association from time to time except as otherwise set forth herein or as otherwise agreed.

Court Street Development Co., LLC

Dated: \_\_\_\_\_

*March 1, 2005*



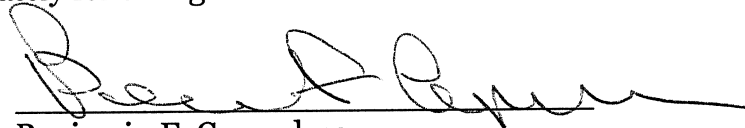
By: Benjamin F. Cappadora  
Its: Sole Director

SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION  
A NON PROFIT OHIO CORPORATION

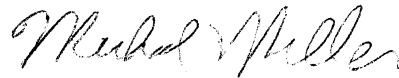
ACTION BY UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS

Pursuant to Section 1702.25 and 1702.10 of the Ohio Revised Code, the undersigned, being all of the Directors of Springbrook Reserve Homeowners Association, a Non Profit Ohio Corporation (the "Association"), do hereby take and adopt the following actions by this unanimous written consent:

RESOLVED: That the Amended Articles of Incorporation presented to the Directors of the Association this date be, and the same hereby is, adopted as the Amended Articles of Incorporation of the Association and that a copy thereof be inserted in the record book of the Association immediately following this written action.

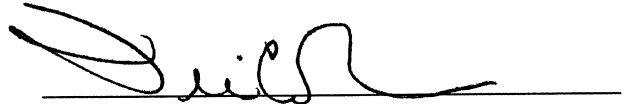
  
\_\_\_\_\_

Benjamin F. Cappadora



\_\_\_\_\_

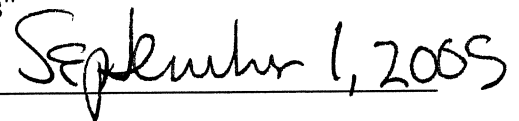
Michael Miller

  
\_\_\_\_\_

Victor Cohn

"Directors"

Dated: \_\_\_\_\_





Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

[www.state.oh.us/sos](http://www.state.oh.us/sos)

e-mail: [busserv@sos.state.oh.us](mailto:busserv@sos.state.oh.us)

**Expedite this Form:** (Select One)

**Mail Form to one of the Following:**

Yes PO Box 1390  
Columbus, OH 43216  
\*\*\* Requires an additional fee of \$100 \*\*\*

No PO Box 1028  
Columbus, OH 43216

**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**

Amended  
(122-AMAP)

Amendment  
(125-AMDS)

Amended  
(126-AMAN)

Amendment  
(128-AMD)

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

Name of Corporation Springbrook Reserve Homeowners Association

Charter Number 1392844

Name of Officer Benjamin F. Cappadora

Title President

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: Springbrook Reserve Homeowners Association

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

Cleveland  
(city, village or township)

Cuyahoga  
(county)

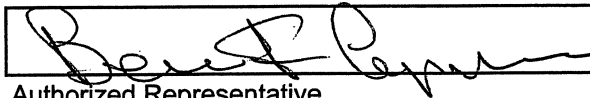
**THIRD:** The purposes of the corporation are as follows:

Please see the attachment hereto consisting of 4 additional pages.

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

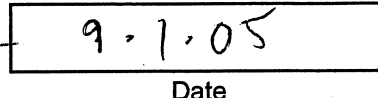
**REQUIRED**

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




Authorized Representative

Benjamin F. Cappadora  
(Print Name)  
President and Director

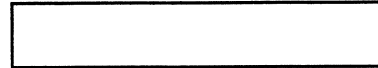


Date



Authorized Representative

(Print Name)



Date

The purpose of the corporation is as follows: to act as the homeowners association with regard to the real estate described in that deed recorded for record at Volume 5408 page 353 through 356 Summit County records, "Deed", submitted to declaration and plat in the County of Summit, City of Stow known commonly as Springbrook Reserve including the Declaration of Covenants, Conditions and Restrictions for SPRINGBROOK RESERVE NO. 1 recorded in the real estate records of Summit County, Ohio at Instrument Number 54650680, Filed January 23, 2002, that 1<sup>st</sup> Amended and Restated Declaration recorded in the real estate records of Summit County at Instrument No. 54919246 filed July 21, 2003 and that declaration entitled Springbrook Reserve Number 2, recorded in the Summit County records at Instrument No. 55008279 filed February 9, 2004, and that declaration entitled Springbrook Reserve Number 3, recorded in the Summit County records at Instrument No. 55008279 filed February 9, 2004 and any and all other land annexed thereto from the land described in the Deed. All the foregoing declarations and all other declarations annexing the land from the Deed by declaration and all amendments thereto are collectively herein referred to as the "Declarations". In addition, the specific purposes for which this Association is formed are:

1. To accept ownership of, or easements to, the real estate along with any improvements or equipment located or to be located thereon; the land shown as Springbrook Reserve Homeowners Association Lands and Easements on the Plats, collectively, "The Association Land", and any annexations thereto.

2. To Maintain The Association Land for the use and benefit of the members of the Association and further to provide for the perpetual maintenance, operation, repair and correction of all retention basins, ponds, entrance, trails, plantings, Platted Land signs, fences, and all facilities and structures erected on The Association Land.

3. To represent and promote the welfare of the residents of the Platted Land as aforesaid generally; and to cooperate with the officials of municipal, county, state and other public authority for the promotion and betterment of the interests of the said Platted Land as aforesaid, including, without limitation the dedication of drainage ways for the purpose of carrying off storm water or granting easements thereto, in addition to those described in the Plats, to the appropriate municipal, county or state authority requesting said dedication or easement, in any part of the real estate located in the Platted Land, in order to permit said requesting authority to regulate said drainage ways and easements, provided it shall be the obligation of the Association to operate, repair and correct the retention basins in the Association Land.

B. In implementation of these purposes, the Association may:

1. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these

Articles of Incorporation, the Declarations and the Code of Regulations of SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION (the "Code of Regulations"), as the same maybe amended from time to time.

2. To provide and pay for insurance coverage in such types and amounts as the Association shall determine.

3. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, grant easements over, or otherwise dispose of real or personal property in connections with the affairs of the Association.

4. To borrow money to fulfill its purpose and give security therefore.

5. To enter into and perform contracts to fulfill its purpose.

6. Fix, levy, and collect all charges or assessments pursuant to the terms of the Declarations and Code of Regulations, enforce payment of such charges and assessments by any lawful means, and pay all expenses in connection therewith and in connection with the conduct of the affairs of the Association.

7. Do any other thing necessary, expedient, incidental, appropriate, or convenient to the carrying out of the foregoing purposes which will promote the common benefit and enjoyment of the residents or owner of the Lots, insofar as not prohibited by law, the Declarations, and the Code of Regulations.

8. Have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 1702 of the Ohio Revised Code may now or hereafter have or exercise by law.

The Association shall not take any action or enter into any transaction or agreement in a manner which would violate any provision of Chapter 1702 of the Ohio Revised Code of these Articles of Incorporation, the Declarations, or the Code of Regulations of the Association.

**FOURTH.** The Association is organized as a non-profit corporation pursuant to Chapter 1702 of the Ohio Revised Code, and does not contemplate pecuniary gain or profit to the Members thereof. No part of the net earning of the Association shall inure (other than by acquiring, construction, or providing management, maintenance, and care of Association property, and other than by rebate of excess membership dues, fees, or assessments) to the benefit of any private person, including, but not limited to, the members of the Board of Directors, and the Association's officers or Members.



FIFTH. The Owner or Owners of record of each Lot in any of the Platted Land shall automatically become a member, "Member" of the Association, and shall be entitled to participate in the operation of the Association and shall be bound by the regulations and restrictions set forth in the Declarations, and the Code of Regulations, where not in conflict with the Declarations. Said Declarations and Code of Regulations shall be binding on all successors and assigns, occupants or renters in the Platted Land. One's membership in the Association shall lapse and terminate when an Owner ceases to be the Owner of record of the Lot.

Each Lot shall have one vote which shall be exercised by the Owner or Owners or record unless said Owner or Owners assigns the voting right to someone else and the assignment of voting rights is filed in writing with the Vice-President and Secretary of the Association. Renters shall not have voting rights unless duly assigned to the by the Owner of the Lot.

SIXTH. The affairs of the Association shall be managed by a Board of Directors as outlined below. The names and addresses of the persons who are initially to act as member of the Board of Directors, until the selection of their successors as provided in the Declarations and Code of Regulations is:

Benjamin F. Cappadora  
The Rockefeller Building  
614 Superior Avenue, N.W., Suite 200  
Cleveland, OH 44113

Michael Miller  
The Rockefeller Building  
614 Superior Avenue, N.W., Suite 200  
Cleveland, OH 44113

Victor Cohn  
29225 Chagrin Boulevard, Suite 250  
Pepper Pike, OH 44122

The number, qualifications, terms of office, and manner and time of selection of successor Directors shall be as set forth in the Declarations and Code of Regulations.

The Board of Directors shall have all of the powers and duties of a Board of Trustees or Directors as defined in Chapter 1702 of the Ohio Revised Code, except as these powers may be limited and expanded by the provisions of these Articles of Incorporation, the Declarations, and the Code of Regulations.

SEVENTH. The Association shall indemnify every person who is or has been a member of the Board of Directors, or a manager or member of a Director and an officer, and or agent, or an employee of the Association, and those persons' respective heirs, legal representatives, successors and assigns, against expenses (including attorneys' fees, judgments, decrees, fines, penalties, and amounts paid in settlement actually and

reasonable incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether in an action or proceeding by or in the right of the Association, or otherwise, in which this person was or is a party or is threatened to be made a party because this person was or is a member of the Board of Directors, or a member or Manager of a Director, an officer, and employee, or an agent of the Association, or is or was serving in such capacity at the request of the Association, provided that person (a) acted in good faith and in a manner that person believed to be in or not opposed to the best interests of the Association, and (b) in any matter the subject of a criminal action or proceeding, had no reasonable cause to believe the questioned conduct was unlawful; provided, however, that if any action or suit by or in the right of the Association, or procure a judgment in its favor against this person because of this person's serving in such capacity, is threatened, pending or completed, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that in view of all the circumstances of the case this person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

Unless ordered by a court, the determination of indemnification, pursuant to the foregoing criteria, shall be made (a) by a majority vote of a quorum of the Association's Board of Directors 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 Directors so direct, 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 Association or any person to be indemnified within the past five (5) years, or (c) by the Members, or (d) by the court in which such action, suit, or proceeding was brought.

Such indemnification is not exclusive of any other rights to which this person may be entitled under law, any agreement, or any insurance purchased by the Association, or by vote of members, or otherwise.

EIGHTH. Notice and quorum requirements shall be in accordance with the provisions of the Code of Regulations.

NINETH. The Association shall cease to exist upon termination of the Declarations in accordance with its terms.

TENTH. All defined and capitalized terms used herein shall have the same meaning as set forth in the Declarations, unless otherwise defined herein.

ELEVENTH. These Articles of Incorporation may be amended only under the same terms and conditions, and with the same approvals, as are provided in the Declarations.

NOTICE OF AN ANNUAL MEETING

OF

THE SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION

To the Homeowners of the Springbrook Reserve Development:

Pursuant to the By-Laws and the Code of Regulations of the Springbrook Reserve Homeowner's Association, the Board of Directors hereby give notice of an annual meeting of the Members of the Springbrook Reserve Home Owners Association, at which meeting the following shall occur and be recognized:


1. The resignation of the past directors and officers of the Homeowners Association;
2. The nomination from the floor and the election of three new Board of Directors of the Homeowners Association, who shall have staggered serving terms, i.e. terms 1, 2 and 3 years, who shall then or at such other times elect new officers;
3. The accounting of the Directors for the Homeowner's Association fees it collected, disbursed and the balance, if any; and
4. Any and all other business that may properly come before the meeting.

Such meeting will be held on the 17<sup>th</sup> day of October 2005 at the City of Stow Community Complex, located at 3800 Darrow Road, Stow, Ohio 44224, commencing at 7:00 p.m. until conclusion.

The nominations shall be from the floor. The election of the new Board of Directors shall be by secret ballot, with proxies being able to be cast. There shall be no cumulative voting.

Each homeowner on the date of the election is a member being able to vote and can cast one vote per lot.

Springbrook Reserve Homeowner's Association

  
By: Benjamin F. Cappadora  
its President

**SPRINGBROOK HOMEOWNERS ASSOCIATION**

**BENJAMIN F. CAPPADORA**

**ROCKEFELLER BUILDING, SUITE 200  
614 W. SUPERIOR AVENUE  
CLEVELAND, OH 44113  
216-696-3929 \* FAX 216-696-4911**

**MEMO**

**TO: Springbrook Reserve Homeowners**

**FROM: Benjamin F. Cappadora, Managing Partner  
Springbrook Reserve Homeowners Association**

**DATE: October 3, 2005**

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Together with the notice of the Homeowners Association Meeting, I am also enclosing a list of the residents and their addresses in the Springbrook Reserve Development.

Between now and the meeting you have an opportunity to familiarize yourself with those you may prefer to represent you in the Homeowners Association.

Three Directors shall be elected and then those three will appoint the officers and others to run various functions of the Association.

**NOTICE OF AN ANNUAL MEETING**

**OF**

**THE SPRINGBROOK RESERVE HOMEOWNERS ASSOCIATION**

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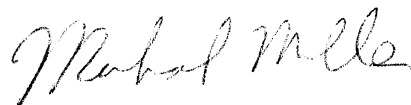
Springbrook Reserve Homeowner's Association

*Benjamin F. Cappadora*

By: Benjamin F. Cappadora  
its President

## RESIGNATION

The undersigned, Michael Miller, does hereby resign as an Officer and Director of the Springbrook Reserve Homeowners Association, an Ohio non-profit corporation, effective the 17<sup>th</sup> day of October 2005.

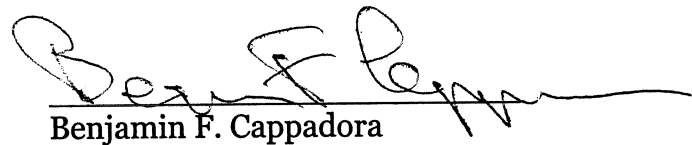


Michael Miller

Dated: 10/14/05

## RESIGNATION

The undersigned, Benjamin F. Cappadora, does hereby resign as an Officer and Director of the Springbrook Reserve Homeowners Association, an Ohio non-profit corporation, effective upon delivery.

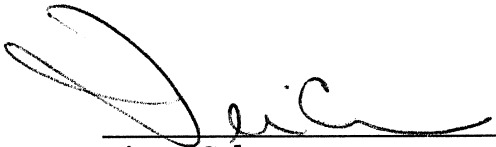


Benjamin F. Cappadora

Dated: 10/12/05

## RESIGNATION

The undersigned, Victor Cohn, does hereby resign as an Officer and Director of the Springbrook Reserve Homeowners Association, an Ohio non-profit corporation, effective the 17<sup>th</sup> day of October 2005.



Victor Cohn

Dated: 10-4-05