

AMENDMENTS TO THE
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND
RESERVATION OF EASEMENTS
FOR
MILL RIDGE HOMEOWNERS ASSOCIATION, INC.

PLEASE CROSS MARGINAL REFERENCE WITH THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND RESERVATION OF EASEMENTS FOR MILL RIDGE HOMEOWNERS ASSOCIATION, INC. RECORDED AT INSTRUMENT NO. 2017-0623870 OF THE LORAIN COUNTY RECORDS ON MARCH 29, 2017.

**AMENDMENTS TO THE
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND
RESERVATION OF EASEMENTS FOR
MILL RIDGE HOMEOWNERS ASSOCIATION, INC.**

RECITALS

- A.** The Declaration of Covenants, Conditions, Restrictions, and Reservation of Easements for Mill Ridge Homeowners Association, Inc. (the “Declaration”) and the Bylaws for Mill Ridge Homeowners Association, Inc. (the “Bylaws”), Exhibit C of the Declaration, were recorded at Lorain County Records, Instrument No. 2017-0623870.
- B.** The Mill Ridge Homeowners Association, Inc. (the “Association”) is a corporation consisting of all Owners in Mill Ridge and as such is the representative of all Owners.
- C.** Declaration Article XIV, Section 14.2 authorizes amendments to the Declaration and Bylaws Article VIII, Section 8 authorizes amendments to the Bylaws.
- D.** Owners representing at least 75 percent of the Association’s current voting power have executed instruments in writing setting forth specifically the matters to be modified (the “Amendments”).
- E.** As of December 3, 2024, Owners representing 85.16 percent of the Association’s voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of Amendments A and C and authorizing the Association’s officers to execute Amendments A and C on their behalf.
- F.** As of December 3, 2024, Owners representing 77.34 percent of the Association’s voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of Amendment D and authorizing the Association’s officers to execute Amendment D on their behalf.
- G.** As of December 3, 2024, Owners representing 83.59 percent of the Association’s voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of Amendment E and authorizing the Association’s officers to execute Amendment E on their behalf.
- H.** Attached as Exhibit A is a certification of the Association’s President and Secretary stating that proper notices were sent and that the requisite vote of the owners was obtained.

I. The Association has complied with the proceedings necessary to amend the Declaration and Bylaws, as required by Chapter 5312 of the Ohio Revised Code, the Declaration, and the Bylaws, in all material respects.

AMENDMENTS

The Declaration of Covenants, Conditions, Restrictions, and Reservation of Easements for Mill Ridge Homeowners Association, Inc. is amended by the following:

AMENDMENT A

INSERT a new DECLARATION ARTICLE IX, SECTION 9.1.11. entitled, “Occupancy Restriction.” Said new addition, to be added to Page 19 of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

9.1.11. Occupancy Restriction. A person who is classified as a sex offender/child-victim offender and for whom the County sheriff or other government entity must provide community notice of the sex offender’s residential address, is prohibited from residing in or occupying a Lot, including the Dwelling Unit, and from remaining in or on the Property for any length of time. The classification of a sex offender/child-victim offender and the determination of whether notice is required is made by a court of law in accordance with the Ohio Sex Offenders Act, or similar statute from another jurisdiction as either may be amended or renamed from time to time. The Association is not liable to any Owner, Occupant, or visitor of any Owner, or of the Association, as a result of the Association’s alleged failure, whether negligent, intentional, or otherwise, to enforce any provision of this Occupancy Restriction.

Any conflict between this provision and any other provisions of the Declaration and Bylaws will be interpreted in favor of this restriction on the occupancy of Lots. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

AMENDMENT B

[AMENDMENT PROPOSAL DID NOT PASS]

AMENDMENT C

INSERT a new PARAGRAPH to the end of BYLAWS ARTICLE III, SECTION 2. Said new addition, to be added to Page 4 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

Directors must also be in good standing. Good standing requires the Director not be an adverse party in any litigation involving one or more of the following parties: the Association, the Board or any Director (in that member's capacity as a Director). Good standing also requires that the Director not be more than 20 days delinquent in the payment of any fees or assessments owed to the Association. In addition to the provisions of Bylaws Article III, Section 7, as amended, a majority of the remaining Directors may remove any Director who ceases to meet such good standing qualifications during their term. Any current Director not in good standing, as defined above, at the time this amendment is recorded with the Lorain County Recorder, has 30 days to become in good standing, otherwise they may be removed by a majority vote of the remaining Directors.

INSERT a new PARAGRAPH to the end of BYLAWS ARTICLE III, SECTION 7. Said new addition, to be added to Page 5 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

In addition, the Board, by a majority vote, may remove any individual Director and create a vacancy on the Board, if: (a) by order of court, the Director has been found to be of unsound mind, (b) the Director files for bankruptcy or has been adjudicated bankrupt, (c) the Director is or has been convicted of a felony for theft or other theft related crime, including larceny, forgery, false pretenses, fraud, embezzlement, conversion, or any conspiracy related to any such theft related crime, at any time in the past, or convicted of a felony for any other type of crime within the last 10 years, (d) the Director is no longer a member in good standing as defined in Bylaws Article III, Section 2, as amended, or (e) the Director is physically incapacitated in such a manner that prohibits the Director for voting or participating in Board meetings.

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment regarding the qualifications and removal of Directors. The invalidity of any part of the above provision will not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Owners of record at the time

of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

AMENDMENT D

INSERT a new BYLAWS ARTICLE IX entitled, "INDEMNIFICATION." Said new addition, to be added to Page 12 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

ARTICLE IX INDEMNIFICATION

SECTION 1. Indemnification of Directors, Officers, and Committee Members. The Association must indemnify and defend (as provided below): (1) any current or former Association Director, (2) any current or former Association officer, (3) any current or former Association committee member, or (4) any of said Director's, officer's, or committee member's respective heirs, executors, and administrators; against reasonable expenses, including attorneys' fees, judgments, decrees, fines, penalties, or amounts paid in settlement, actually and necessarily incurred by them in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, derivative or third party, to which they are or may be made a party by reason of being or having been such Director, officer, or committee member provided it is determined, in the manner set forth below, that (i) such Director, officer, or committee member was not and is not adjudicated to have been grossly negligent or guilty of misconduct in the performance of their duty(ies) to the Association; (ii) such Director, officer, or committee member acted in good faith in what they reasonably believed to be in, or not opposed to, the Association's best interest; (iii) in any criminal action, suit, or proceeding, such Director, officer, or committee member had no reasonable cause to believe that their conduct was unlawful and is not convicted of theft or other theft related crime including but not limited to larceny, forgery, false pretenses, fraud, embezzlement, conversion, or any conspiracy related to any such theft related crime; and (iv) in case of settlement, the amount paid in the settlement was reasonable.

The above determination required will be made by written opinion of independent legal counsel whom the Board will choose. Notwithstanding the opinion of independent legal counsel, to the extent that a Director, officer, or committee member is successful in defense of any action, suit, or proceeding, or in the defense of any claim, issue, or matter, as the Board so verifies, they must, in that event, be indemnified and reimbursed for any costs and expenses, including legal fees, incurred in such defense. Any defense the Association provides will be by legal counsel the Association's insurance carrier selects or, if not selected by the Association's insurance carrier, a majority of the Directors excluding the accused or threatened Director(s). If a majority of the Directors cannot agree on legal counsel or if all the Directors are accused or threatened in any such action, the Board will appoint a special committee of three Members to select legal counsel to defend the Directors.

SECTION 2. Advance of Expenses. The Association may advance funds to cover expenses, including attorneys' fees, with respect to any pending or threatened action, suit, or proceeding prior to the final disposition upon receipt of a request to repay such amounts.

SECTION 3. Indemnification Not Exclusive; Insurance. The indemnification provided for in this Article is not exclusive, but is in addition to any other rights to which any person may be entitled under the Articles of Incorporation, the Declaration, these Bylaws, or rules and regulations of the Association, any agreement, any insurance provided by the Association, the provisions of Ohio Revised Code Section 1702.12(E) and its successor statutes, or otherwise. The Association must purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against them or incurred by them in such capacity or arising out of their status as a Director, officer, or committee member.

SECTION 4. Directors, Officers, and Committee Members Liability. The Association's Directors, officers, and committee members are not personally liable to the Members for any mistake of judgment, negligence, or otherwise, except for their own willful misconduct or bad faith. The Association's and Members' indemnification includes, but is not limited to, all contractual liabilities to third parties arising out of contracts made on the Association's behalf, except with respect to any such contracts made in bad faith or contrary to the provisions of the Declaration or these Bylaws. Every contract or agreement approved by

the Board and made by any Director, officer, or committee member is made only in such Director's, officer's, or committee member's capacity as a representative of the Association and has no personal liability under such contract or agreement (except as a Member).

SECTION 5. Cost of Indemnification. Any sum paid or advanced by the Association under this Article constitutes a common expense. The Board has the power and the responsibility to raise, by special assessment or otherwise, any sums required to discharge the Association's obligations under this Article; provided, however, that the liability of any Member arising out of the contract made by any Director, officer, or committee member or out of the aforesaid indemnity in favor of such Director, officer, or committee member is limited to such proportion of the total liability as said Member's pro rata share bears to the total percentage interest of all the Members as Association Members.

Any conflict between this provision and any other provisions of the Declaration and Bylaws are to be interpreted in favor of this amendment for the indemnification of the Association's Directors, officers, and committee members. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

AMENDMENT E

DELETE DECLARATION ARTICLE XV, SECTION 15.2. entitled, "Notices," in its entirety. Said deletion to be taken from Pages 28-29 of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870.

INSERT a new DECLARATION ARTICLE XV, SECTION 15.2. entitled, "Notices and Other Actions and Communications." Said new addition, to be added to Page 28 of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

15.2. Notices and Other Actions and Communications. For all notices to be sent to the Association, the Board, or the Owners, the following provisions apply:

15.2.1. Service of Notices on the Association and Board. All notices required or permitted by the Declaration or Bylaws, to the Association or the Board, must be made in writing and sent either:

15.2.1.1. by regular U.S. mail, first-class postage prepaid, or

15.2.1.2. delivered in accordance with Paragraph (15.2.3.) below, to the Board President, to any two other Directors, to the Association at the address of the Property, to the Association's manager or management company, if any, the Association's statutory agent registered with the Ohio Secretary of State, or to any other address as the Board may designate by written notice to all Owners.

15.2.2. Service of Notices on Owners. All notices required or permitted by the Declaration or Bylaws to any Owner will be in writing and is deemed effectively given it has been sent by one of the following methods:

15.2.2.1. personally delivered to the Owner;

15.2.2.2. placed under or attached to the front or main entry door of the Owner's Dwelling Unit;

15.2.2.3. sent by regular U.S. mail, first-class postage prepaid, to the Owner's Lot address or to another address the Owner designates in writing to the Board; or

15.2.2.4. delivered in accordance with Paragraph (15.2.3.) below. If there is more than one person owning a single Lot, a notice given to any one of those several persons is deemed to have been given personally to all of the persons owning an interest in the Lot.

15.2.3. New Communication Technologies.

15.2.3.1. Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted or approved by the Board, as well as by Ohio and federal law, now or in the

future, in addition to the methods described in Paragraphs (15.2.1.) and (15.2.2.) above, the following may be accomplished using electronic mail or other transmission technology available at that time that is a generally accepted business practice:

15.2.3.1.1. any notice required in the Declaration or Bylaws to be sent or received;

15.2.3.1.2. any signature, vote, consent, or approval required to be obtained;

15.2.3.1.3. any payment required to be made by the Declaration or Bylaws; and

15.2.3.1.4. any newsletter or publication regularly sent to the Owners.

15.2.3.2. The use of electronic mail or other transmission technology is subject to the following:

15.2.3.2.1. The Association may use electronic mail or other transmission technology to send any required notice only to Owners, including newsletters, individually or collectively, who have given the Association written consent to the use of electronic mail or other transmission technology. Any Owner who has not given the Association written consent to use of electronic mail or other transmission technology will receive notices, including any notice of delinquency of any payment due, by either of the methods identified in Paragraphs 15.2.2.1. to 15.2.2.3. above.

15.2.3.2.2. For voting on matters, the Association may provide for voting by electronic mail or other electronic voting technology. However, voting for the election of Directors can be conducted by electronic mail or other electronic voting technology only to the extent, if any, as explicitly permitted and provided for in the Bylaws.

15.2.3.2.3. An electronic mail or transmission technology to an Owner is not considered delivered and effective if the Association's transmission to the Owner fails two consecutive times, e.g. the Association receives an "undeliverable" or similar message, or the inability to deliver the transmission to the Owner becomes known to the person responsible for sending the transmission. If the electronic mail or transmission is not delivered or effective, the Association will deliver the notice or other communication to the Owner by either of the methods identified in Paragraphs 15.2.2.1 to 15.2.2.3. above.

DELETE BYLAWS ARTICLE II, SECTION 4 entitled, "Notice of Meetings," in its entirety. Said deletion to be taken from Page 2 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870.

INSERT a new BYLAWS ARTICLE II, SECTION 4 entitled, "Notice of Meetings." Said new addition, to be added to Page 2 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

SECTION 4. Notice of Meetings. Written notice of each meeting of Members will be given by, or at the direction of, the secretary or person authorized to call the meeting, delivered in accordance with Declaration Article XV, Section 15.2, as amended, at least fifteen days before the meeting, to each Member entitled to vote at the meeting. The notice will specify the place, day and hour of the meeting, and in the case of a special meeting, the specific purposes of the meeting, and in the case of special meetings called by the Members, the specific motion or motions (other than procedural) to be voted upon.

If the meeting is held via Authorized Communications Equipment, the meeting notice must include any applicable links, access codes, password, telephone numbers, and/or other pertinent information that is necessary to allow the Member to participate at the meeting via the Authorized Communications Equipment. "Authorized Communications Equipment," as used in these Bylaws, means any communications equipment that is selected by the Board, in its sole discretion, that provides an electronic communication transmission, including but not limited to, by telephone, video conference, or any electronic means, from which it can be determined that the transmission

was authorized by, and accurately reflects the intention and participation of the Member.

DELETE BYLAWS ARTICLE II, SECTION 8 entitled, “Proxies,” in its entirety. Said deletion to be taken from Page 3 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870.

INSERT a new BYLAWS ARTICLE II, SECTION 8 entitled, “Voting Methods.” Said new addition, to be added to Page 3 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

SECTION 8. Voting Methods. Prior to sending the notice for any meeting, as required by Bylaws Article II, Section 4, as amended, and depending on the conduct of the meeting as determined by the Board in accordance with Bylaws Article II, Section 11, voting will be conducted via one of the following methods:

a) **Voting in Person or by Proxy.** For meetings that are held in person and provide for physical attendance, Members may vote in person or by proxy. The person appointed as proxy need not be a member of the Association. Each proxy will be executed in writing by the Member entitled to vote and must be returned to the Association by regular mail, hand delivery, electronic mail, or other method of delivery provided for or permitted by the Board. Every proxy will automatically cease upon conveyance of the Lot by the Member.

b) **Voting by Mail and Electronic Voting Technology.** For meetings that are held via Authorized Communications Equipment, voting will be conducted by mail, through the use of Electronic Voting Technology that is approved by the Board, or both. “Electronic Voting Technology” as used in these Bylaws, means an electronic voting system that accurately and securely records the voting Member’s intent to cast a ballot on a matter in the way identified by the Member, and provides for the counting of electronic votes submitted, including by means of internet, application, web, virtual, or other electronic technology. All matters to be voted on at a meeting utilizing Authorized Communications Equipment must be sent to the Members no later than the date the meeting notice is sent to the Members in accordance with Bylaws Article II, Section 4, as amended. Voting via mail or by use of Electronic Voting Technology is considered to be voting at the meeting, as if the Member were physically present.

c) Voting in Person, by Proxy, by Mail, and by Electronic Voting Technology. For meetings that are held in person and provide for physical attendance, voting may be conducted in person or by proxy, as provided for in this Bylaws Article II, Section 8(a) above, and in addition the Board may authorize the Members to vote by mail or Electronic Voting Technology as provided for in this Bylaws Article II, Section 8(b) above.

Any ballots, regardless of method, received subsequent to the date and time the Board sets for ballots to be turned in will be held invalid. Any costs associated with voting, including mailing costs, printing, Authorized Communications Equipment and Electronic Voting Technology costs and subscriptions, are Common Expenses. The Board may adopt any additional regulations, procedures, or rules as may be necessary to effectuate the intent and purpose of this voting provision to provide for the use of the desired voting method.

MODIFY BYLAWS ARTICLE II, SECTION 10. Said modification, to be made on Page 3 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows (deleted language is crossed-out; new language is underlined):

SECTION 10. Quorum. Except as otherwise provided in these Code of Regulations or in the Declaration, those Members present in person or by proxy ~~shall constitute~~ a quorum at all meetings of the Association providing for in person attendance or that attend by using the method of Authorized Communications Equipment approved by the Board for meetings that are held via Authorized Communications Equipment. Any provision in the Declaration concerning quorums is specifically incorporated herein. Ballots submitted via mail or by Electronic Voting Technology also will count that Lot towards the quorum. The Board of Directors may adopt procedures and guidelines to permit the Association to verify that the person attending, either in person or by Authorized Communications Equipment, is a Member that is eligible to vote and to maintain a record of any vote.

INSERT TWO new PARAGRAPHS at the end of BYLAWS ARTICLE II, SECTION 11. Said new addition, to be added to Page 3 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

Prior to the meeting notice being sent to the Members in accordance with Bylaws Article II, Section 4, as amended, the Board will determine whether the meeting will be conducted physically so that the Members may attend in person, or by the use of Authorized Communications Equipment. If it is determined that the meeting will be held via Authorized Communications Equipment, Members may only attend via Authorized Communications Equipment.

If Authorized Communications Equipment is used, the persons utilizing the Authorized Communications Equipment must have the ability to communicate with the other participants to indicate their motion, vote, or statement, provided that the president, chair, or other person designated by the Board moderating the meeting, may silence or mute the Authorized Communications Equipment utilized by Members to attend the meeting, unless the Member is voting or has been recognized by the meeting chair or moderator to participate in the meeting. The meeting chair or moderator has the authority to decide and determine all procedural motions or other procedural matters to be decided at the meeting, including points of order and adjournment. The Board's purpose or reason for not conducting an in person meeting and instead having a meeting via Authorized Communications Equipment must be documented in the Board's meeting minutes.

MODIFY BYLAWS ARTICLE II, SECTION 12. Said modification, to be made on Page 3 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows (deleted language is crossed-out; new language is underlined):

SECTION 12. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the members, ~~except the election of Board members,~~ may be authorized or taken without a meeting in accordance with the voting methods in Bylaws Article II, Section 8, as amended with the affirmative vote or approval, and in writing or writings signed by not less than a majority of the Members. ~~Any such voting records will~~ writing shall be entered into the minute book of the Association.

DELETE BYLAWS ARTICLE III, SECTION 3 entitled, "Nomination of Directors," in its entirety. Said deletion to be taken from Page 4 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870.

INSERT a new BYLAWS ARTICLE III, SECTION 3 entitled, "Nominations." Said new addition, to be added to Page 4 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

SECTION 3. Nominations. Nominations for the election of Directors to be elected by the Members will be made by a nominating committee appointed by the Board or, if a committee is not appointed, by the Board itself. The nominating committee, or Board, will make as many nominations for election to the Board as it, in its discretion, determines, but no fewer than the number of vacancies that are to be filled and will verify that the nominees satisfy all qualification requirements of Bylaws Article III, Section 2. Any Member may submit their name to the nominating committee as a candidate, and the nominating committee or Board must nominate that Member if that Member satisfies all the qualifications to be a Director as further provided for in Bylaws Article III, Section 2. If there are fewer nominees than vacancies, the nominating committee must nominate additional Member(s) to be elected prior to the ballots being sent to the Members so that there are, at all times, a sufficient number of nominees to fill all Board vacancies that are up for election.

Prior to sending the meeting notice, the nominating committee or the Board will establish deadlines for when a request for nominations is sent to all Members and when receipt of nominations must be obtained. Nominations must be made and received within a reasonable time period prior to the notice of any meeting where Directors are to be elected is sent in accordance with Bylaws Article II, Section 4, as amended, so that the voting information containing all the candidates' names and an informational sheet, within size limitations determined by the Board, containing their biographical information and affirming their candidacy, can be transmitted to the Members no later than the sending of the meeting notice. The Board may adopt any additional regulations, procedures, or rules necessary to establish processes and deadlines in accordance with this nominations provision.

DELETE BYLAWS ARTICLE III, SECTION 4 entitled, "Election of Directors," in its entirety. Said deletion to be taken from Page 4 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870.

INSERT a new BYLAWS ARTICLE III, SECTION 4 entitled, Election of Directors." Said new addition, to be added to Page 4 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

SECTION 4. Election of Directors. Unless there are no more nominees than vacancies, election to the Board by the Members is by secret ballot, submitted either in person, by proxy, by mail, or by Electronic Voting Technology, as determined by the Board pursuant to Bylaws Article II, Section 8, as amended. The Association is not required to send ballots to the Members via any method if there are an equal number of nominations as there are candidates, which case the nominated candidates will automatically be elected to the Board of Directors at the election meeting.

Regardless of the voting method, the Board must adopt rules and safeguards to determine a method by which the secrecy of the ballots are maintained for those Members while also maintaining the integrity of the voting process to ensure each Member has only exercised their allotted vote once so that any other individuals can only identify that a Lot has voted, and not how a Lot has voted. The ballots, whether electronic or written, will list the number of open seats for Directors up for election and list the names of all of the nominated candidates.

If voting by mail, ballots must be submitted within dual envelopes. One of the two envelopes must contain the ballot itself, the "Ballot Envelope." The Ballot Envelope need not be signed. The second envelope must contain the Ballot Envelope and the ballot, the "Signature Envelope." The Signature Envelope must be signed by the Member(s) voting, and will be used as a record of receipt of the Members' ballot as well as to determine quorum. If the Signature Envelope is not signed by the Member(s), the ballot in the Ballot Envelope will not be counted.

For the election of Directors, 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 Declaration and these Bylaws. The persons receiving the largest number of votes will be elected. Unless the nominated candidates whom have received the largest number of votes agree otherwise, ties, including if there are an equal number of nominees as there are positions with different terms, will be determined by lot or flip of a coin by the chair or moderator of the meeting. Cumulative voting is not permitted.

The nominating committee, or if the Board fails to appoint a nominating committee, the Board itself (excluding any incumbent Directors who are running for re-election), is responsible for (i) confirming all nominated candidates meet the qualifications to serve as a Director, (ii)

receiving and verifying any ballots that are cast in person or by mail, (iii) receiving and verifying any ballots cast using Electronic Voting Technology, (iv) counting each ballot submitted through any voting method, and (v) verifying the results of the election by providing the ballots and results to the chair or moderator of the meeting.

The chair or moderator will announce the election results at the meeting to be reflected in the meeting minutes and ensuring the election results are provided to all Members no later than fifteen days after the meeting.

DELETE BYLAWS ARTICLE VIII, SECTION 7 entitled, “Notices,” in its entirety. Said deletion to be taken from Pages 11-12 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870.

INSERT a new BYLAWS ARTICLE VIII, SECTION 7 entitled, “Notices and Other Actions and Communications.” Said new addition, to be added to Page 11 of the Bylaws, Exhibit C of the Declaration, as recorded at Lorain County Records, Instrument No. 2017-0623870, is as follows:

SECTION 7. Notices and Other Actions and Communications. All notices required or permitted under the Declaration or Bylaws, to the Association, the Board, or Owners must be delivered in accordance with Declaration Article XV, Section 15.2, as amended.

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment allowing the Association to use electronic communications to the extent permitted by Ohio and Federal law, establishing a method to use mail-in and electronic ballots for voting purposes, and permitting meetings to be conducted utilizing Authorized Communications Equipment. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

The Mill Ridge Homeowners Association, Inc. has caused the execution of this instrument this _____ day of _____, 20____.

MILL RIDGE HOMEOWNERS ASSOCIATION, INC.

By: _____
JENNIFER K. WEAVER, President

By: ROCKELL S. CHURBY LLANOS, Secretary

STATE OF OHIO)
)
COUNTY OF _____) SS

BEFORE ME, a Notary Public, in and for the County, personally appeared the above-named Mill Ridge Homeowners Association, Inc., by its President and its Secretary, who acknowledged that they did sign the foregoing instrument and that the same is the free act and deed of the corporation and the free act and deed of each of them personally and as such officers.

I have set my hand and official seal this _____ day of _____,
20____.

Place notary stamp/seal here:

NOTARY PUBLIC

This instrument prepared by:
KAMAN & CUSIMANO, LLC
Attorneys at Law
2000 Terminal Tower
50 Public Square
Cleveland, Ohio 44113
(216) 696-0650
ohiocondolaw.com

CERTIFICATION OF OFFICERS

JENNIFER K. WEAVER, President

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