IT 312-1259

EXHIBIT
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ALL-STATE LEGAL SUPPLY CO.

APPROVED
By LO
Date 3-16-92
Amount $25

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ARTICLES OF INCORPORATION

OF

THE ESTATES AT COUNTRY CLUB OF THE NORTH HOMEOWNERS ASSOCIATION

The undersigned, for purposes of forming a nonprofit corporation in accordance with Chapter 1702 of the Ohio Revised Code, does hereby state the following:

ARTICLE 1. NAME

The name of the Corporation shall be The Estates at Country Club of the North Homeowners Association, Inc.

ARTICLE 2. PLACE OF OFFICE

The place in Ohio where the principal office of the Corporation is to be located shall be Beavercreek Township, Greene County.

ARTICLE 3. PURPOSES

The purposes for which the Corporation is formed shall be:

To administer and enforce the covenants and restrictions of The Estates at Country Club of the North, a planned unit development.

To engage in any lawful act, activity or business not contrary to and for which nonprofit corporation may be formed under the laws of the State of Ohio, and to have and exercise all powers conferred by the laws of the State of Ohio on nonprofit corporations.

ARTICLE 4. RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation and to make distributions to its members as authorized by Chapter 1702 of the Ohio Revised Code.

Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the "Code").

ARTICLE 5. MEMBERS

The members of the Corporation shall be the person or persons who are specified in the Code of Regulations of the Corporation. The members of the Corporation may include corporations, whether profit or nonprofit, or partnerships provided they otherwise qualify as members.

If no person is specified in the Code of Regulations as a member, within the meaning of Chapter 1702 of the Ohio Revised Code, then the Trustees shall, for purposes of any statute or rule of law related to the Corporation be deemed the members of the Corporation. In such event the Trustees shall have all rights and privileges of members conferred by the laws of the State of Ohio, other than the right to receive assets upon dissolution of the Corporation.

ARTICLE 6. TRUSTEES

For purposes of Chapter 1702 of the Ohio Revised Code, the Corporation shall be controlled and managed under the direction of a Board of Trustees. The names and addresses of the persons who will serve as the initial Trustees of the Corporation are:

Tak Tanigawa
4874 Blazer Memorial Parkway
Dublin, Ohio 43017

Craig A. Perna
4874 Blazer Memorial Parkway
Dublin, Ohio 43017

Shelley W. Holloway
4874 Blazer Memorial Parkway
Dublin, Ohio 43017

ARTICLE 7. AMENDMENTS

Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Corporation, provided that such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.

ARTICLE 8. CERTAIN TRANSACTIONS

No contract or other transaction shall be void or voidable with respect to the Corporation for the reason that it is between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other person in which one or more of its Trustees or officers are directors, trustees or officers, or have a financial or personal interest or for the reason that one or more interested Trustees or officers participate in or vote at the meeting of the Trustees or a committee thereof which authorizes such contract or transaction; provided, however, that any such contract or other transaction shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code; and provided further that the material facts of the relationship or interest as to the contract or transaction are disclosed or known to the Trustees or applicable committee of the Trustees and the Trustees or the committee, in good faith reasonably justified by such facts, authorized the contract or transaction by the affirmative vote of the majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum. The interested Trustees may be counted in determining the presence of a quorum at any meeting of the Trustees or of a committee thereof which authorized the contract or transaction.

ARTICLE 9. DISSOLUTION

Upon dissolution of the Corporation, any assets remaining shall be distributed proportionately among the members. If there are no members (other than the Trustees who are deemed as members under the laws of the State of Ohio), then the assets shall be distributed in such manner as determined by the affirmative vote of a majority of the Board of Trustees.

Daniel G. Carducci

Daniel G. Carducci
Incorporator

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HC312-1262

CONSENT FOR USE OF
SIMILAR NAME

KNOW ALL MEN BY THESE PRESENTS, that on the second day of March, 1992, the Board of ~~Governors~~ Directors of "COUNTRY CLUB OF THE NORTH", Charter 799430, passed the following Resolution:

> **RESOLVED,** that Country Club of the North hereby gives consent to Daniel G. Carducci, Incorporator, to use the name The Estates at Country Club of the North Homeowners Association, Inc.

The undersigned, Assistant Secretary of Country Club of the North, an Ohio Corporation, does hereby certify that the foregoing is a true and correct copy of a Resolution duly adopted by the Board of Governors of said Corporation at a meeting thereof held on March 2, 1992 at which meeting a quorum of said Board was present and voted in favor of said Resolution, and that said Resolution has not been rescinded or amended and is still in full force and effect;

IN WITNESS WHEREOF, the undersigned, as Assistant Secretary has set his hand at Dublin, Ohio this thirteenth day of March, 1992.

Country Club of the North

By: Daniel G. Carducci
Daniel G. Carducci
Assistant Secretary

Carol A. Dale
Witness: Carol A. Dale

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HC312-1263

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of The Estates at Country Club of the North Homeowners Association, Inc., hereby appoints Craig A. Perna, a natural person who is a resident of this State in which the principal office of the Corporation is located, as agent upon whom process, notice or demand required or permitted by statute upon the Corporation may be served.

His address is 4874 Blazer Memorial Parkway
Dublin, Ohio 43017
(Franklin County)

Daniel G. Carducci

Daniel G. Carducci
Incorporator

Dated: March 13, 1992

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PRELIMINARY PROCEEDINGS

OF INCORPORATOR OF

THE ESTATES AT COUNTRY CLUB OF THE NORTH HOMEOWNERS ASSOCIATION, INC.

March 16, 1992

The undersigned, as "Incorporator" for the purpose of forming a nonprofit corporation in accordance with Chapter 1702 of the Ohio Revised Code, did execute the Articles of Incorporation, which Articles, together with a written designation of statutory agent were filed on March 16, 1992 in the office of the Secretary of the State of Ohio. A copy of the Articles as certified by the Secretary of State of Ohio is attached to these minutes.

Daniel G. Carducci
Incorporator

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