

BY-LAWS OF
MICHELS FARM HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND PURPOSE

The name of this Association shall be Michels Farm Homeowners Association, Inc., and its sole purpose shall be to act as a home owners association for Michels Farm Subdivision in accordance with the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements (the "Declaration") for the subject property.

ARTICLE II

MEMBERSHIP

Section 1: Each Lot Owner shall be a Member of Michels Farm Homeowners Association, Inc. as provided in Article IV of the Declaration.

ARTICLE III

VOTERS

Section 1: The number of votes for each Member is calculated as provided in Section 2 of Article IV of the Declaration.

Section 2: This voting power can be exercised in person or by proxy by the Owner, or Owners, of a Lot, his or her heirs, assigns or personal representative. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon the conveyance by the Lot Owner of his Lot.

ARTICLE IV

MEETINGS

Section 1: ANNUAL MEETING. There shall be an annual meeting of the Members held in Butler County, Ohio, within the first calendar quarter of each year at a date and time and at a place from time to time designated by the Board.

Section 2: ELECTION OF TRUSTEES. At the annual meeting the Members shall elect the Board of Trustees as provided in these By-Laws and the Declaration.

Section 3: ITEMS FOR DISCUSSION. At the annual meeting any matters concerning the welfare of the Michels Farm Subdivision may be discussed and referred to the Board for proper attention.

Section 4: REPORTS. At the annual meeting, the President, Secretary and Treasurer shall submit reports for the year just ending, which reports shall be read to the Members.

Section 5: SPECIAL MEETINGS. Special meetings may be called by the Board or by the President, or by Members constituting at least twenty percent (20%) of the voting power of each class of membership by written notice mailed to each Member at least five (5) days before the time and date for such meeting as shown in such notice. Notice of such meeting may be waived in writing.

Section 6: PRESIDING OFFICER. Annual and Special Meetings shall be presided over and conducted by the President, or in his absence, the Secretary or Treasurer, in that order.

Section 7: NOTICE. Except as otherwise provided in the Declaration, 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 to each Member entitled to vote thereat, at least seven (7) days in advance of such meeting, 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 notice. Such notice shall specify the time and place of the meeting, and in the case of a Special Meeting, the purpose of the meeting.

Section 8: QUORUM. To constitute a quorum at the annual or any Special Meeting at least twenty percent (20%) of the voting power of each class of membership (in person or by proxy) must be present at such meeting.

Section 9: VOTING POWER. Except as otherwise provided in the Declaration, or by law, the vote of a majority of the Members voting on any matter that may be determined by the Members at a duly called and noticed meeting at which a quorum is present shall be sufficient to determine that matter.

Section 10: ORDER OF BUSINESS. The order of business at all meetings of Members shall be as follows:

- a. Calling of meeting to order;
- b. Roll call; determination of whether there is a quorum;
- c. Proof of notice of meeting or waiver of notice;
- d. Reading of minutes of preceding meeting;
- e. Reports of officers;
- f. Reports of committees;
- g. Election of Trustees (when appropriate);
- h. Unfinished and/or old business;

- i. New business;
- j. Adjournment.

Section 11: WRITTEN CONSENT. Any action that could be taken by Members at a meeting may be taken without a meeting by the written consent of the Members having not less than fifty-one percent (51%) of the voting power of each class of membership unless the approval of a greater number of Members is required by the Declaration, or other Ohio Law to take the action being taken.

Section 12: SUSPENSION OF VOTING PRIVILEGES. No Member shall be eligible to vote or to be elected to the Board of Trustees who is shown on the books of the Association to be more than sixty (60) days delinquent in the payment of any assessment due the Association.

ARTICLE V

BOARD OF TRUSTEES AND OFFICERS

Section 1: BOARD OF TRUSTEES. Until the first annual meeting, the initial Board shall consist of three (3) Trustees appointed by the Class B Member who shall serve until their respective successors are appointed and qualified. Declarant appointed Trustees need not be Members of the Association.

Except as otherwise hereafter provided and except for the period during which the Declarant shall control the Board, Trustees shall be elected for three (3) year terms of office and shall serve until their respective successors are elected and qualified.

At the annual meeting in 2001, or at such sooner time as determined by the Board, the Board of Trustees shall expand from three (3) to five (5). At such meeting, the Class B Member shall appoint three (3) Trustees for a one (1) year term. At such meeting, the Class A Members shall elect two (2) Trustees. One of the Trustees shall be elected for a three (3) year term and one of the Trustees shall be elected for a two (2) year term.

At the annual meeting in 2002, or at such sooner time as determined by the Board, the Class B Member shall appoint THREE (3) Trustees for a three (3) year term. Thereafter, at each tri-annual meeting, the Class B Member, until such time as the Declarant shall transfer control of the Board to the Class A Members, shall appoint three (3) Trustees for a three (3) year term. At the expiration of the terms of the Trustees elected by the Class A Members, until such time as the Declarant shall transfer control of the Board to the Class A Members, the Class A Members shall, at the annual meeting, elect successor Trustees for a three (3) year term. All elected Trustees, and their successors, shall be owners or residents in the Michels Farm Subdivision.

The Declarant shall transfer control of the Board to the Class A Members at the first annual meeting after the earlier of the following events: (i) the expiration of the Development Period, or (ii) the Class B member voluntarily resigns in writing its Class B membership rights. At this meeting, all Declarant appointed Trustees shall be deemed removed from office, and the Class A Members, including the Declarant if it is then an Owner, shall elect a Trustee to fill each vacancy on the Board. The terms of said elected

Trustees shall be from one (1) to three (3) years, as determined by the Board, so that in any one (1) year thereafter, the terms of no more than two (2) nor less than one (1) Trustees shall expire.

Notwithstanding anything above to the contrary, the Class B Member may, by written notice to the Board, at or before any annual meeting, relinquish to the Class A Members, the Class B Members' right to elect one or more Trustees at such annual meeting pursuant to this section.

Section 2: REMOVAL. Excepting only Trustees named in the Articles or selected by the Declarant, any Trustee may be removed from the Board with or without cause, by a majority vote of the Members. In the event of the death, resignation, or removal of a Trustee other than the one named in the Articles or a substitute selected by the Declarant, that Trustee's successors shall be selected by the remaining members of the Board and shall serve the unexpired term of such deceased, resigned, or removed Trustee. Declarant shall have the sole right to remove, with or without cause, any Trustee designated in the Articles, or a substitute selected by Declarant, and select the successor of any Trustee so selected who dies, resigns, is removed or leaves office for any reason before the election of Trustees by all of the Members as provided in the Declaration.

Section 3: NOMINATIONS. Nominations for the election of Trustees to be elected by the Members shall be made by a nominating committee. Nominations may also be made from the floor at the meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board, and two (2) or more Members appointed by the Board. The nominating committee shall make as many nominations for elections to the Board as it shall, in its discretion, determine, but no less than the number of vacancies that are to be filled.

Section 4: ELECTIONS. Election to the Board by the Members shall be by secret written ballot. At such elections, the Members or their proxies may cast, in respect to each vacancy, such voting power as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5: COMPENSATION. Unless otherwise determined by the Members at a meeting duly called and noticed for such purpose, no Trustee shall receive compensation for any service rendered to the Association as a Trustee. However, any Trustee may be reimbursed for his or her actual out of pocket expenses incurred in the performance of his or her duty.

Section 6: REGULAR MEETINGS. Regular meetings of the Board shall be held no less than quarterly, without notice, on such date and at such place and hour as may be fixed from time to time by resolution of the Board.

Section 7: SPECIAL MEETINGS. Special meetings of the Board shall be held when called by the President of the Board, or by any two (2) Trustees, after no less than three (3) days notice to each Trustee.

Section 8: QUORUM. The presence at any duly called and noticed meeting, in person, of Trustees entitled to cast a majority of the voting power of the Trustees, shall constitute a quorum for such meeting.

Section 9: VOTING POWER. Except as otherwise provided in the Declaration, or by law, the vote of a majority of the Trustees voting on any matter that may be determined by the Board at a duly called and noticed meeting at which a quorum is present shall be sufficient to determine that matter.

Section 10: ACTIONS IN WRITING WITHOUT MEETING. Any action that could be taken by the Board at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of all of the Trustees.

Section 11: POWERS. The Board shall exercise all powers and authority, under law, and under the provisions of the Declaration, that are not specifically and exclusively reserved to the Members by law or by other provisions thereof, and without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

- a. Take all actions deemed necessary or desirable to comply with all requirements of law, and the Declaration;
- b. Obtain insurance coverage not less than that required pursuant to the Declaration;
- c. Enforce the covenants, conditions and restrictions set forth in the Declaration;
- d. Repair, maintain, and improve the Common Areas and Limited Common Areas;
- e. Establish, enforce, levy and collect assessments as provided in the Declaration;
- f. Adopt and publish rules and regulations, subject to the provisions of Article VII, governing the use of the Common Areas and the Limited Common Areas and the personal conduct of the Members, occupants and their guests thereon, and establish penalties for the infraction thereof;
- g. Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association (such rights may also be suspended after notice and a hearing, for a period not to exceed sixty (60) days for each infraction of published rules and regulations or of any provisions of the Declaration);
- h. Declare the office of a member of the Board to be vacant in the event that such Trustee shall be absent from three (3) consecutive regular meetings of the Board;
- i. Authorize the Officers to enter into one or more management agreements in order to facilitate the efficient operation of the Property; (it shall be the primary purpose of such management agreements to provide for administration, management, repair and maintenance as provided in the Declaration, and the receipt and disbursement of funds as may be authorized by the Board - the terms of any management agreement shall be as determined by the Board to be in the best interests of the Association, subject, in all respects, to the provisions of the Declaration); and

- j. Do all things and take all actions permitted to be taken by the Association by law, or the Declaration not specifically reserved thereby to others.

Section 12: DUTIES. It shall be the duty of the Board 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 each annual meeting of the Members, or any special meeting when such statement is requested in writing by Members representing thirty percent (30%) of each class of Members who are entitled to vote;
- b. Supervise all Officers, agents and employees of the Association and see that their duties are properly performed;
- c. As more fully provided in the Declaration, to:
 - (i) Fix the amount of assessments against each Lot;
 - (ii) Give written notice of each assessment to every Member subject thereto within the time limits set forth therein; and
 - (iii) Foreclose a lien against any property for which assessments are not paid within a reasonable time after they are authorized by the Declaration to do so, or bring an action at law against the Member(s) personally obligated to pay the same, or both;
- d. Issue, or to cause an appropriate representative to issue, at a reasonable charge, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;
- e. Procure and maintain insurance as provided in the Declaration, and as the Board deems advisable;
- f. Cause all Officers or employees handling Association funds to be bonded;
- g. Cause the property subject to the Association's jurisdiction to be maintained within the scope of authority provided in the Declaration;
- h. Cause the restrictions created by the Declaration to be enforced; and
- i. Take all other actions required to comply with all requirements of law and the Declaration.

Section 13: ENUMERATION OF OFFICERS. The Officers of this Association shall be a President, Secretary, Treasurer and such other Officers as the Board may from time to time determine. The

officers shall be Owners, residents in the subdivision or representatives of the Declarant or the Declarant and the same person may hold more than one office except the office of President and Secretary.

Section 14: SELECTION AND TERM. Except as otherwise specifically provided in the Declaration or by law, the Officers of the Association shall be selected by the Board, from time to time, to serve until the Board selects their successors.

Section 15: SPECIAL APPOINTMENTS. The Board may elect 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 16: 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 later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 17: DUTIES. The duties of the Officers shall be as the Board may from time to time determine. Unless the Board otherwise determines, the duties of the Officers shall be as follows:

- a. President. The President shall preside at all meetings of the Board, shall have the authority to see that orders and resolutions of the Board are carried out, and shall sign all legal instruments on behalf of the Association.
- b. Secretary. The Secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the Members, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the names of Members of the Association together with their addresses and shall act in the place instead of the President in the event of the President's absence or refusal to act.
- c. Treasurer. The Treasurer shall assume responsibility for the receipt of and deposit in appropriate bank accounts all monies of the Association, the disbursement of such funds as directed by resolution of the Board, the keeping of proper books of account, the preparation of an annual budget and statement of income and expenditures to be presented to the Members at annual meetings, and the delivery or mailing of a copy of each to each of the Members.

ARTICLE VI

ADMINISTRATIVE RULES AND REGULATIONS

Section 1: The Board may adopt administrative rules and regulations governing the operation and use of the Property not in conflict with the Declaration or these By-Laws.

ARTICLE VII

NOTICES AND DEMANDS

Section 1: Any notice by the Board or by the Officers to a Member shall be deemed to be duly given, and any demand upon him shall be deemed by him to have been duly made, if delivered in writing to him personally, or if mailed by first class mail, postage prepaid, addressed to him at the Lot address and any notice by a Member to the Association shall be deemed to be duly given and any demand upon the Association shall be deemed to have been duly made, if in writing and delivered to an Officer of the Association.

ARTICLE VIII

AMENDMENT

Section 1: These By-Laws may be amended from time to time at an annual or special meeting of the Association in accordance with the provisions set forth in the Declaration for amendment thereto.

ARTICLE IX

AUDIT

Section 1: The Board may cause the preparation of an audited financial statement of the Association for the previous accounting year and shall furnish such statement to those requesting it, provided that no such statement needs to be furnished earlier than one hundred eighty (180) days following the end of such accounting year.

ARTICLE X

INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 1: A Trustee or an Officer shall not be liable to the Members for any mistake of judgment, or negligent act, except there shall be liability for a Trustee's or Officer's individual willful misconduct or bad faith. The Association shall indemnify Trustees and Officers, their heirs, executors and administrators, against all losses, costs and expenses, including attorney's fees, reasonably incurred by any such person in connection with any action, suit or proceeding to which such person may be made a party by reason of being or having been or being a representative of a Trustee or Officer, except as to matters as to which the Trustee or Officer shall be finally adjudged in this action, suit or proceeding to be liable for willful misconduct or bad faith. The Board may purchase insurance in the amount it deems appropriate to provide this indemnification, and the cost of this insurance shall be an expense of the Association. In the event of any settlement, indemnification shall be provided only in connection with those matters covered by the settlement as to which the Association is advised by counsel that the Trustee or Officer has not been guilty of willful misconduct or bad faith as a Trustee or Officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which a Trustee or Officer may be entitled. All liability, loss, damage, cost and expenses incurred or suffered by the Association by reason or arising out of or in connection with the

foregoing indemnification provision shall be treated by the Association as an expense of the Association. Nothing in this section shall be deemed to obligate the Association to indemnify any Member, who is or has been a Trustee or Officer, with respect to any duties or obligations assumed or liabilities incurred by the Member as a Member rather than as a Trustee or Officer.

ARTICLE XI

MISCELLANEOUS

Section 1: 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 Declaration, the Articles, and the By-Laws 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.

Section 2: FISCAL YEAR. The fiscal year shall begin on the first day of January of every year, except that the first fiscal year of the Association shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Trustees should corporate practice subsequently dictate.

Section 3: CONFLICT. In the case of any conflict between the Articles and these By-Laws, the Articles shall control; and in the case of conflict between the Declaration and these By-Laws, the Declaration shall control.

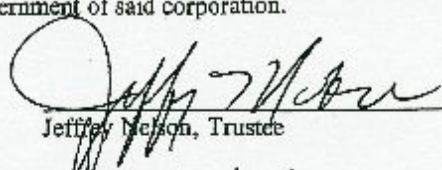
Section 4: RULES AND REGULATIONS. As provided in Article VI hereof, the Board may adopt such reasonable rules and regulations and from time to time amend the same supplementing the rules and regulations set forth in the Declaration and these By-Laws as it may deem advisable for the maintenance, conservation and beautification of the Property, and for the health, comfort, safety and general welfare of the Owners and occupants of the Property. Written notice of such rules and regulations shall be given to all Members and occupants and the Property shall at all times be maintained subject to such rules and regulations. In the event such supplemental rules and regulations shall conflict with any provisions of the Declaration or of these By-Laws, the provisions of the Declaration and of these By-Laws shall govern.

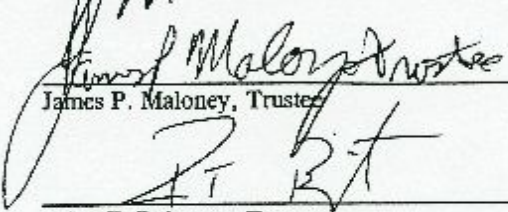
Section 5: NO ACTIVE BUSINESS TO BE CONDUCTED FOR PROFIT. Nothing herein contained shall be construed to give the Association authority to conduct an active business for profit on behalf of all the Members or any of them.

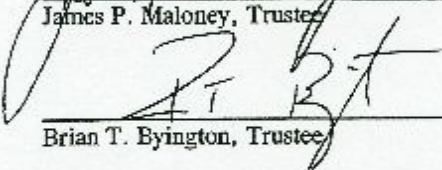
Section 6: DEFINITIONS. All terms used herein shall have the same meaning as set forth in the Declaration.

Section 7: DELEGATION OF DUTIES. Nothing herein contained shall be construed so as to preclude the Association from delegating to persons, firms or corporations of its choice, including any manager or managing agent, such duties and responsibilities of the Association as the Board shall from time to time specify, and to provide for reasonable compensation for the performance of such duties and responsibilities.

We, the undersigned Trustees of Michels Farm Homeowners Association, Inc., an Ohio corporation not for profit, No. _____ recorded on Roll ____ at Frame ____, of the records of incorporation and miscellaneous filings in the Office of the Secretary of State of Ohio, do hereby approve the adoption of the foregoing By-Laws and regulations for the government of said corporation.


Jeffrey Nelson, Trustee


James P. Maloney, Trustee


Brian T. Byington, Trustee

Cincinnati, Ohio

_____, 2000

This instrument was prepared by Mark D. Schraffenberger, Esq., ARONOFF, ROSEN & HUNT, 2400 Firststar Tower, 425 Walnut Street, Cincinnati, Ohio 45202-3954 (513) 241-0400.