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08/23/2012 9:44AM MEPMANOS MART
Daphne Hawk
Franklin County Recorder

AFFIDAVIT

State of Ohio,
County of Franklin, ss.:

David G. Parker, having been duly sworn, states and affirms as follows:

1. I am the president of Lakeside Forest Association (hereinafter referred to as the "Association") and as such have knowledge of the matters set forth herein.

2. The Association's address is 52 Westerville Square, P. O. Box 195, Westerville, Ohio 43081.

3. This Affidavit is filed and intended to comply with the filing requirement of Ohio Rev. Code § 5312.02.

4. The original Code of Regulations of the Association cannot be located.

5. A true and accurate copy of the Code of Regulations of Lakeside Forest Association is attached to this Affidavit as Exhibit A.

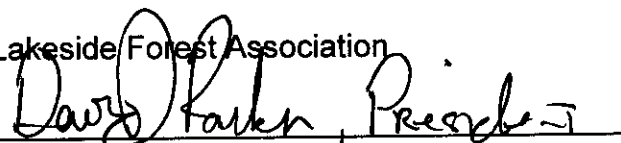
6. The easements, covenants, conditions, restrictions, reservations and agreements set forth in the Warranty Deed of record in Deed Book Volume 581, page A01, Recorder's Office, Franklin County, Ohio, and the Code of Regulations have been enacted pursuant to Ohio Rev. Code § 5312.02.

7. Affiant, as President of the Association, has authority to sign the Affidavit pursuant to the easements, covenants, conditions, restrictions, reservations and agreements for the Association.

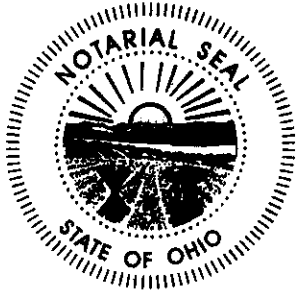
Further Affiant sayeth naught.

Lakeside Forest Association

By


David G. Parker, President

Sworn to before me and subscribed in my presence this 20th day of August, 2012, by David G. Parker, President of Lakeside Forest Association.

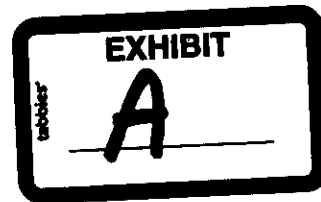


TERESA J. HUFFMAN
NOTARY PUBLIC
STATE OF OHIO
Comm. Expires
08-12-17

Teresa J. Huffman
Notary Public

This instrument prepared by: Andrew P. Wecker, Esq., Manos, Martin & Pergram Co., LPA, 50 North Sandusky Street, Delaware, Ohio 43015-1926. (740) 363-1313

CODE OF REGULATIONS
OF
LAKESIDE FOREST ASSOCIATION



ARTICLE I
NAME AND PURPOSE

Section 1. The name of this association shall be Lakeside Forest Association (the "Association").

Section 2. The purposes for which the Association was formed are to own, administer and maintain the common property (including without limitation the platted private streets and driveways) of Lakeside Forest, a residential development situated on an 11.889 acre tract of land located northwest of the intersection of East Schrock Road and Woodview Road in the City of Westerville, Franklin County, Ohio, which tract is more particularly described on the plat of record in Plat Book 57, at pages 90, 91 and 92 in the Recorder's Office of Franklin County, Ohio, and to provide certain maintenance and other services to the owners and occupants of lots in said Lakeside Forest, all in accordance with and subject to (a) various easements, conditions, restrictions, reservations and liens for assessments affecting said development and the lots and common property therein (the "Restrictions"), as more particularly described in deeds, declarations, plats and other instruments heretofore or hereafter filed of record to describe and convey any such lots and/or to create, modify or rescind any such easements, conditions, restrictions, reservations and liens, (b) the Articles of Incorporation of the Association (the "Articles"), (c) this Code of Regulations (the "Code"), and (d) any administrative rules and regulations adopted pursuant to the foregoing, as any of the same may be lawfully amended from time to time; and to provide for the acquisition, construction, management, maintenance and care of "association property", as that term is defined in present Sec. 528 of the Internal Revenue Code of 1954 or may be hereafter defined in any amendment or replacement of said section. In carrying out the foregoing purposes, the Association may purchase, lease, exchange, acquire, own, hold, mortgage, pledge, hypothecate, borrow money upon, sell and otherwise deal in and with real and personal property of every kind, character and description whatsoever and all estates and interests therein, and otherwise may engage in any lawful act or activity for which corporations may be formed under Chapter 1702 of the Revised Code of Ohio. The foregoing purposes shall be accomplished on a non-profit basis, and no part of the net earnings of the Association shall enure to

the benefit of any private person, firm, corporation, association or organization.

ARTICLE II

MEMBERS AND VOTING

Section 1. Each owner of an undivided fee simple interest in all or any portion of the 11.889 acre tract identified in Section 2 of Article I hereof, other than this Association, shall be a member of the Association (hereinafter a "member"). The membership of each owner shall terminate when he ceases to own his undivided fee simple interest[s], and upon the sale, transfer or other disposition of each undivided fee simple interest, the membership in the Association which is appurtenant to that interest shall automatically be transferred to the new owner[s] of the interest. No member may otherwise terminate his membership in the Association or sever that membership interest.

Section 2. On any question for which the vote of members is permitted or required, the owner of each lot in Lakeside Forest which is set aside and intended for use solely for residential purposes and purposes necessarily incidental thereto (hereinafter the "dwelling lots") shall be entitled to exercise one vote for each such lot that he owns. Until further subdivided, each platted and undivided reserve which constitutes part of the 11.889 acre tract identified in Section 2 of Article I hereof, as said reserves are shown on the plat of Lakeside Forest, shall, for purposes of allocating memberships and voting power in the Association, be deemed to be and consist of the following number of dwelling lots:

<u>Reserve</u>	<u>No. of Lots</u>
Reserve B	3
Reserve C	2
Reserve D	2
Reserve E	2
Reserve F	3
Reserve G	4
Reserve H	3
Reserve I	1
Reserve J	3
Reserve K	4
Reserve M	4
Reserve N	1
Reserve O	4
Reserve P	1
Reserve Q	4
Reserve R	2

Reserve S	1
Reserve T	4
Reserve U	2
Reserve V	4
Reserve W	4

If at the time of any vote of members a portion of any such reserve has been subdivided with the result that fewer than the potential number of dwelling lots specified above for that reserve have been created from land in the reserve, the owner of the remainder of the reserve shall be deemed to be the owner of said number of dwelling lots specified above less the number of lots previously created by subdivision of a portion of the reserve. With respect to Lots No. 31, 32 and 33 which are delineated on the recorded plat of Lakeside Forest identified hereinabove, the owner of the residence occupying all or a substantial part of each of those lots shall be deemed to be the owner of one dwelling lot by virtue of that ownership, regardless of whether the residence actually occupies more or less than the area of the lot as platted.

Section 3. Fiduciaries and minors who are owners of record of a dwelling lot or lots may vote their respective interests as members. If two or more persons own undivided interests in a dwelling lot as fiduciaries, tenants in common or otherwise, each shall be entitled to exercise such proportion of the voting power attributable to the lot as is equivalent to his proportionate interest in the lot.

Section 4. A corporation which is a member of the Association may exercise its right to vote by its president, its secretary or its treasurer, and any such officer shall conclusively be deemed to have authority to vote and to execute any proxies and written waivers and consents relative thereto, unless, before a vote is taken or a consent or waiver is acted upon, it shall be made to appear by a certified copy of the regulations or bylaws or of a resolution adopted by the board of directors or board of trustees of said corporation that such authority does not exist or is vested in some other officer or person. A partnership which is a member of the Association may exercise its right to vote only by a partner or agent thereof specifically designated in a written document executed by all partners of the partnership and delivered to the secretary of the Association before a vote is taken or a consent or waiver is acted upon.

Section 5. At meetings of the members or otherwise, any member entitled to vote or take action may be represented and may vote or take action by a proxy or proxies appointed by an instrument in writing. Each such instrument shall be filed with the secretary of the meeting before the person holding the proxy shall be allowed to vote

thereunder at the meeting or with the Secretary of the Association before the person holding the proxy may take action thereunder without a meeting. No proxy shall be valid after the expiration of six (6) months from its date of execution unless the member executing it shall have specified therein the length of time that it is to continue in effect.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. An annual meeting of the members for the election of trustees, for the consideration of reports to be made at the meeting and for the transaction of such other business as may properly come before the meeting shall, beginning with the year 1982, be held on the last Monday in March of each year, or on such other date within one month thereafter as may be designated by the Board of Trustees of the Association (the "Board of Trustees" or the "Board") from time to time.

Section 2. Special meetings of the members may be called by the President, by a majority of the Board of Trustees acting with or without a meeting, or by members entitled to exercise not less than twenty-five percent (25%) of the total voting power of the members. Upon delivery of a request in writing to the President or Secretary of the Association by persons entitled to call such a meeting, it shall be the duty of the President or Secretary to give notice to the members in accordance with this Code, but if such a request is refused, then the persons making the request may call a meeting by giving the notice.

Section 3. All meetings of members shall be held in Franklin County, Ohio at such places as may be specified by the Board of Trustees or the persons calling the meetings.

Section 4. A written or printed notice of every meeting of members, whether annual or special, stating the time, place and purpose or purposes for which the meeting is called, shall be given by the President or Secretary of the Association by personal delivery or by mail not more than thirty (30) nor less than five (5) days before the meeting to each member entitled to notice thereof. If mailed, such notice shall be addressed to the member at his address as it appears on the records of the Association. If a meeting is adjourned to another time or place, no further notice of the adjourned meeting need be given if the time and place to which it is adjourned are fixed and announced at the meeting. In the event of a transfer of ownership of a dwelling

lot after notice has been given and prior to the holding of the meeting, it shall not be necessary to serve notice on the transferee. The Board of Trustees may set a record date for the determination of the members who are entitled to receive notice of or to vote at any meeting of members, which record date shall not be earlier than forty-five (45) days preceding the meeting. If no record date is fixed therefor, the record date for determining the members who are entitled to receive notice of or who are entitled to vote at a meeting of members shall be the date next preceding the day on which notice is given or the meeting is held, as the case may be.

Section 5. Notice of the time, place and purpose or purposes of any meeting of members may be waived in writing either before or after the holding of the meeting by any member, which writing shall be filed with or entered upon the records of the meeting. The attendance of a member at any meeting in person or by proxy without protesting the lack of proper notice prior to or at the commencement of the meeting shall be deemed to be a waiver by that member of notice of the meeting.

Section 6. A quorum for any meeting of members shall be that number of members who are entitled to exercise not less than a majority of the voting power of all members and who are present in person or represented by proxy, but no action required by law, the Articles, this Code or otherwise to be authorized or taken by those members exercising not less than a designated percentage of the total voting power may be authorized or taken by a lesser percentage. Those members entitled to exercise not less than a majority of the voting power of the members present in person and represented by proxy at a meeting may adjourn the meeting from time to time, and at the adjourned meeting any business may be transacted as if the meeting had been held as originally called.

Section 7. The order of business of any meeting of members shall be determined by the presiding officer, unless otherwise determined by a vote of those members entitled to exercise not less than a majority of the voting power of the members present in person and represented by proxy at the meeting.

Section 8. At all elections of members of the Board of Trustees the candidates receiving the greatest percentage of the votes cast shall be elected. All other questions shall be determined by the vote of those members entitled to exercise not less than a majority of the voting power of the members present in person and represented by proxy at a meeting, unless for any particular purpose the vote of a greater percentage of the voting power of all members is required by law, the Articles, this Code or otherwise.

Section 9. Any action which may be authorized or taken at a meeting of members may be authorized or taken without a meeting in a writing or writings signed by members exercising a majority of the voting power of all members or such greater proportion thereof as the Articles, this Code, the Restrictions or any provision of law may otherwise require. Said writing or writings shall be filed with or entered upon the records of the Association. Any vote which may be taken at a meeting of members may also be conducted by mail. In that event ballots shall be mailed to all persons and entities who are members of the Association at the time of the mailing and approval shall be required from a majority of the voting power of all members or from such greater (or lesser, in the case of electing members of the Board of Trustees) proportion thereof as the Articles, this Code, the Restrictions or any provision of law may otherwise require. Adequate records of the manner and results of each vote conducted by mail shall also be filed with or entered upon the records of the Association.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Subject to such limitations as have been or may hereafter be imposed by the Restrictions, the Articles or this Code, as any of the same may be lawfully amended from time to time, all power and authority of the Association shall be vested in and exercised by a Board of Trustees consisting of six (6) persons. Said persons shall manage and conduct the business and affairs of the Association and exercise the powers and duties established by the Restrictions, the Articles and this Code until their successors are elected and qualified. Members of the Board of Trustees need not be members of the Association. The initial members of the Board (hereinafter the "first Board") shall be composed of the initial trustees named in the Articles. Thereafter Trustees shall be elected at the regular annual meeting of members of the Association or at special meetings called for that purpose, beginning with the annual meeting held in 1982. Two members of the first Board shall serve until their successors are elected at the annual meeting of members held in the year 1982, two other members of the first Board shall serve until their successors are elected at the annual meeting of members held in the year 1983, and the remaining two members of the first Board shall serve until their successors are elected at the annual meeting of members held in the year 1984. The Board of Trustees shall designate by a resolution enacted at its first meeting which members of the first Board shall serve the terms expiring at the annual meetings of members held in the years 1982, 1983

and 1984. Beginning with the annual meeting in 1982, each Trustee who is elected shall serve for a term of three (3) years and until his successor is elected and qualified. Any Trustee, except the members of the first Board, may be removed at a special meeting of the members of the Association called for that purpose by the affirmative vote of those members entitled to exercise not less than seventy-five percent (75%) of the voting power of all members. Any member of the first Board may be removed at a special meeting of members of the Association called for that purpose by the affirmative vote of all members.

Section 2. Candidates for election as Trustees shall be selected by a Nominating Committee formed in accordance with Section 5 of Article V hereof. Candidates may also be nominated from the floor of any meeting held for the purpose of electing a Trustee or Trustees. The Nominating Committee may nominate as many candidates as it wishes, provided that it shall nominate not less than the number of Trustees to be elected.

Section 3. If any member of the first Board vacates his membership on the Board as a result of death, resignation or any other act or reason, Northeast Company, an Ohio corporation and the developer of Lakeside Forest, shall appoint a new Trustee to fill that vacancy. In the case of any other vacancy in the Board of Trustees, the remaining members thereof may elect a new Trustee to fill the vacancy. If the remaining Trustees cannot agree upon a person to fill the vacancy within ten (10) days after it is created, said remaining Trustees shall call a special meeting of members of the Association to fill the vacancy, such meeting to be held within thirty (30) days after the vacancy is created. Any Trustee appointed or elected to fill a vacancy shall hold office for the unexpired term of the Trustee he succeeds and until his successor is elected and qualified.

Section 4. The Board of Trustees shall hold such meetings from time to time as it deems necessary and such meetings as may be called by the President from time to time. However the Board shall meet not less than once in each calendar quarter. Meetings shall be held at such place in Franklin County, Ohio as the President or a majority of the Trustees may determine, or by a joint telephone connection if so requested by the President or a majority of the Trustees.

Section 5. The President or Secretary shall cause telegraphic or written notice of the time and place of all meetings of the Board of Trustees, regular and special, to be duly served upon or sent to each Trustee not less than three (3) nor more than twenty (20) days before the meeting, except that a regular meeting of the Board may be held without notice immediately after the annual meeting of the members of the Association at the same place as the annual

meeting was held for the purpose of electing or appointing officers for the ensuing year and for the transaction of such other business as may properly come before said meeting. No notice of adjourned meetings need be given. Notice of the time and place of any meeting of the Board may be waived by any Trustee in writing either before or after the holding of the meeting, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Trustee at any Board meeting without protesting the lack of proper notice prior to or at the commencement of the meeting shall be deemed to be a waiver by him of notice of the meeting.

Section 6. At all meetings of the Board of Trustees a majority of the members thereof shall constitute a quorum, but less than a quorum may adjourn a meeting from time to time, and at adjourned meetings any business may be transacted as if the meeting had been held as originally called. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise required by law, the Restrictions, the Articles or this Code.

Section 7. Members of the Board of Trustees shall not receive any compensation for their services as such, but any Trustee may serve the Association in any other capacity and may receive compensation therefor, subject to the requirements and limitations of Article Seventh of the Articles.

Section 8. Any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting in a writing or writings signed by all of the Trustees, which writing or writings shall be filed with or entered upon the records of the Association.

Section 9. The Board of Trustees may employ or engage the services of a manager or managing agent and such other persons, firms or corporations as it deems necessary or advisable in order to perform the duties imposed upon it, and may pay such manager, managing agent, persons, firms or corporations such compensation as it determines. The Board may delegate to any such manager, managing agent, person, firm or corporation such administrative or ministerial duties as it determines. However, any agreement for the professional management of this Association and/or the common property of Lakeside Forest and any other agreement with Northeast Company or its successor shall not provide for a contract term in excess of three (3) years and shall be terminable at the discretion of either party by the giving of not more than ninety (90) days' written notice, with or without cause and without the payment of a termination fee. Further, any such agreement shall be subject to termination pursuant to the vote of a majority of the total voting power of the members of the Association at a meeting called for that purpose at any time.

ARTICLE V

OFFICERS AND COMMITTEES

Section 1. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected. All officers shall be elected by the Board of Trustees and the President must be a member of the Board. Officers need not be members of the Association and may be paid such compensation as the Board may determine. Officers shall hold office at the pleasure of the Board and any two or more offices may be held by the same person.

Section 2. It shall be the duty of the President to preside at all meetings of members of the Association and the Board of Trustees, to exercise general supervision over the affairs of the Association and in general to perform all duties incident to the office or which may be required by the members or the Board. It shall be the duty of the Vice President to perform the duties of the President in the event of his absence or disability and such other duties as may be assigned to him by the Board.

Section 3. It shall be the duty of the Secretary to keep or cause to be kept under his supervision an accurate record of the acts and proceedings of the members and the Board of Trustees, including records of the names and addresses of the members. The Secretary shall further perform all duties incident to the office and such other duties as may be required by the members or the Board. Upon the expiration or termination of his term of office, the Secretary shall deliver all books, records, documents and other property of the Association in his possession or control to his successor or to the President.

Section 4. The Treasurer shall receive and safely keep all money, securities and other intangible property belonging to the Association, or evidence thereof, and shall disburse the same under the direction of the Board of Trustees; shall keep or cause to be kept under his supervision correct and complete books and records of account specifying the receipts and expenditures of the Association, together with records showing the allocation, distribution and collection of the assessments, fees, revenues and expenses among and from the members, shall hold the same open for inspection and examination by the Board and the members, and shall present abstracts of the same at annual meetings of the members or at any other meeting when requested; shall give bond in such sum with such surety or sureties as the Board may require for the faithful performance of his duties; shall perform any other duties which may be required of him by the members or the Board; and, upon the expiration or

termination of his term of office, shall deliver all money and other property of the Association in his possession or control to his successor or to the President.

Section 5. The Board of Trustees may create a committee or committees, each to be composed of not less than three (3) persons including at least one Board member, and may delegate to any such committee any or the authority and power of the Board, however derived. Each committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. Any committee may act pursuant to the vote of a majority of its members at a meeting of the committee or by a writing or writings signed by all of its members. Any act or authorization by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board. Each committee shall establish its own procedures for scheduling and giving notice of its meetings, establishing agendas, maintaining records of its meetings and actions, and other administrative matters, subject to any such procedures which may be established for that committee or all committees by the Board.

ARTICLE VI

INDEMNIFICATION

Section 1. This Association shall indemnify each present and former member of the Board of Trustees, officer, agent and employee of the Association against all expenses, including attorneys' fees, actually and necessarily incurred or paid by him in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been a Trustee or such an officer, agent or employee. No such indemnification may be made unless it is determined that the person to be indemnified:

(a) Was not and has not been adjudicated to have been grossly negligent or guilty of willful or wanton misconduct in the performance of his duty to the Association;

(b) Acted in good faith in what he reasonably believed to be the best interest of the Association; and

(c) In any matter the subject of a criminal action, suit or proceeding, has no reasonable cause to believe that his conduct was unlawful.

Such determination, if made, shall be made by the members of the Board of Trustees at a meeting at which a quorum consisting of all Trustees qualified to vote on the determination is present. Any Trustee who is not a party to or threatened with the subject action, suit or proceeding shall be qualified to vote on the determination. If a quorum of Trustees qualified to vote on the determination cannot be obtained, the determination, if made, shall be made by a majority of three (3) Attorneys at Law who have not theretofore represented the Association in any manner and who shall be selected by a majority of the Trustees who are not parties to or threatened with the subject action, suit or proceeding. If there is no Trustee qualified to make that selection, the selection shall be made by the Presiding Judge of the Court of Common Pleas of Franklin County, Ohio. This indemnification shall not be deemed exclusive of any other right to which any person otherwise may be entitled.

Section 2. The Board of Trustees may secure and maintain any policy or policies of insurance that it may consider appropriate to insure any person who is serving or has served as a Trustee, officer, agent or employee of the Association against liability and expense arising out of any claim of breach of duty, error, misstatement, misleading statement, omission or other act done, made or attempted by him by reason of his being such a Trustee, officer, agent or employee. The cost of that insurance shall be a common expense of administration of the Association.

ARTICLE VII

ADMINISTRATIVE RULES AND REGULATIONS

Section 1. Subject to the provisions of the Restrictions, the Articles and this Code, as any of the same may be lawfully amended from time to time, the Board of Trustees may from time to time adopt, amend or repeal such administrative rules and regulations as it deems necessary or advisable governing the operation and use of the common property of Lakeside Forest or any part thereof and all other matters which the Restrictions, the Articles and this Code require or permit the Board to regulate. In addition to any remedies provided by law or the Restrictions, the Board has the right and authority to impose a reasonable fine upon any member and/or to suspend voting rights in the Association and/or to suspend use of all or part of the common property of Lakeside Forest by the owner and/or occupant of any dwelling lot as a penalty or sanction for the violation of any of said rules and regulations. A copy of each rule, regulation, fine and other sanction or written notification of its repeal, as the case may be, shall be

mailed or delivered to each member not less than three (3) days prior to the effective date of its adoption, amendment or repeal.

Section 2. The Board shall not impose a fine or suspend voting rights or use of the common property for violations of its rules or regulations unless and until the following procedure is followed:

(a) Demand. Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying the alleged violation, the action required to abate the violation and a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if the violation is a continuing one. If the violation is not a continuing violation, the written demand shall instead state that any further violation of the same rule or regulation may result in the imposition of a fine or other sanction after notice and hearing.

(b) Notice. Within twelve (12) months after said demand, if the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule or regulation is subsequently violated, the Board may, in its discretion, hold a hearing on the matter in closed session. The alleged violator shall be given written notice of the hearing which shall describe the nature of the alleged violation, the time and place of the hearing, which time shall be not less than ten (10) days after the giving of the notice, an invitation to attend the hearing and produce any statement, evidence and witnesses on his or her behalf, and a description of the fine or other sanction which may be imposed. A duplicate copy of said written notice shall also be mailed or delivered to the mortgagee holding a first mortgage lien on the dwelling lot owned and/or occupied by the alleged violator if that mortgagee has requested that it be given such written notices by the Association.

(c) Hearing. At the hearing held by the Board in closed session pursuant to said notice, the alleged violator shall be afforded a reasonable opportunity to be heard. The rules of evidence shall not apply at the hearing. Proof of notice and the invitation to be heard shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice together with a statement of the date and manner of its delivery is entered by the

person who delivered the notice. The notice requirement shall also be deemed satisfied if the alleged violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the fine or other sanction, if any, which was imposed, or at the discretion of the Board the matter may be taken under advisement. In that event a decision shall be made and such a written statement shall be filed with or entered upon the records of the Association and also delivered to the alleged violator not later than fifteen (15) days after the date of the hearing.

ARTICLE VIII

NOTICES AND DEMANDS

Any notice or demand which is required to be given or delivered to or served upon a member of the Association shall be in writing and shall be deemed to have been given, delivered or served when delivered personally to him or mailed to him at his address as it appears on the records of the Association.

ARTICLE IX

AMENDMENTS

This Code of Regulations may be amended or a new Code may be adopted at a meeting of members held for that purpose or in a vote conducted by mail by the affirmative vote of those members entitled to exercise not less than seventy-five percent (75%) of the total voting power of the members.