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B. Laws

SUMMIT COUNTY  
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RALPH JAMES - RECORDER

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AMENDMENT TO THE DECLARATION  
FOR  
THE WRENS CROSS #1 TOWNHOUSE

THIS WILL CERTIFY THAT A COPY OF THIS AMENDMENT TO THE DECLARATION OF THE WRENS CROSS #1 TOWNHOUSE WAS FILED IN THE OFFICE OF THE COUNTY AUDITOR OF SUMMIT COUNTY, OHIO.

DATED: 3/27/96

BY: *James B. McLaughlin*  
COUNTY AUDITOR

TNN

**AMENDMENT TO THE DECLARATION**  
**FOR**  
**THE WRENS CROSS #1 TOWNHOUSE**

**WHEREAS**, the Declaration for the Wrens Cross #1 Townhouse was recorded in Volume OR303, Page 048 et seq. of Summit County Records, and

**WHEREAS**, the Wrens Cross #1 Townhouse Association is a corporation consisting of all Family Unit Owners in the Wrens Cross #1 Townhouse and as such is the representative of all owners, and

**WHEREAS**, Family Unit Owners in excess of 75% of the voting power of the Owners Association have executed an instrument in writing setting forth specifically the new matter to be added, and

**WHEREAS**, the Owners Association has in its records the signed consents to the Amendment signed by 75% of the Family Unit Owners, and

**WHEREAS**, the Owners Association has in its records the power of attorney signed by 75% of the Family Unit Owners authorizing the officers of the Wrens Cross #1 Townhouse Association to execute this recorded document on their behalf, and

**NOW THEREFORE**, the Declaration for the Wrens Cross #1 Townhouse is hereby amended by the following:

**ADD BY-LAWS PAGES 1 through 6** to the Declaration as recorded in Volume OR303, Page ( ) et seq. of the Summit County Records. Said By-Laws are attached hereto in ( ) ir entirety.

**Any conflict between these By-Laws provisions and other provisions of the Declaration shall be interpreted in favor of the Declaration.**

**IN WITNESS WHEREOF**, the said Wrens Cross #1 Townhouse Association has caused the execution of this instrument this 23rd day of March, 1996.

**THE WRENS CROSS #1 TOWNHOUSE ASSOCIATION**

Signed in the presence of:

Brenda Y Zernick  
Witness: BRENDA Y Zernick

By: John Marcu  
**JOHN MARCU, its President**

Cheryl A. Robinson  
Witness: CHERYL A. ROBINSON

By: Kenneth Cormack  
**KENNETH CORMACK, its Secretary**

STATE OF OHIO )  
 ) SS  
COUNTY OF SUMMIT )

BEFORE ME, a Notary Public in and for said County, personally appeared the above named Wrens Cross #1 Townhouse Association, by its President and its Secretary, who acknowledge that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of each of them personally and as such officers.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Stow, Ohio, this 23rd day of March, 1996.

*Brenda Y Zembek*  
NOTARY PUBLIC  
BRENDA Y. ZEMISEK  
Notary Public, State of Ohio  
My Commission Expires June 7, 1997

This instrument prepared by:  
DAVID W. KAMAN, Esq.  
Kaman & Ott, Attorneys at Law  
50 Public Square  
600 Terminal Tower  
Cleveland, Ohio 44113  
(216) 696-0650

**ARTICLES OF INCORPORATION**  
**#1 OF**  
**WRENS CROSS/TOWNHOUSE ASSOCIATION, INC.**

The undersigned, all of whom are citizens of the United States, desiring to form a corporation, for profit, under Revised Code § 1701.01, et seq., do hereby certify:

FIRST: The name of said corporation shall be WRENS CROSS #1 TOWNHOUSE ASSOCIATION, INC.

SECOND: The place in Ohio where its principal office is to be located is Stow, Summit County, Ohio.

THIRD: The purpose or purposes for which it is formed are:

Specifically include but are not limited to the physical maintenance, financial management and future planning of the homeowner association and further to engage in any lawful act or activity for which corporations may be formed under §§ 1701.01 to 1701.98 inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is seven hundred fifty (750), all of which shall be common shares without par value.

FIFTH: The corporation, through its board of directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

SIXTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member of any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract or act of the corporation, or for any gains

or profits realized by him by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act any such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

SEVENTH: This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action, suit or proceeding by or in the right of the corporation, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

Any determination of indemnification shall be made pursuant to and in the order set forth in Ohio Revised Code § 1701.13(E)(4).

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles or the Regulations or any agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The amount of capital with which the corporation  
will begin business will not be less than Five  
Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, we have hereunto subscribed our names  
this 22nd day of November, 1989.

Donald J. Schindler

Ken Schindler

Timothy Schindler

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of Wrens Cross #1 Townhouse Association, Inc., hereby appoint *Tammy Shiplett*, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. ~~His~~ Her complete address is *455 Beverly Ave. Canal Fulton, Ohio 44614.*

WRENS CROSS #1 TOWNHOUSE  
ASSOCIATION, INC.

*Donald J. Schelms*  
*Ken Schelms*  
*Tammy Shiplett*

Canal Fulton ~~CANTON~~, Ohio  
November 22, 1989

WRENS CROSS #1 TOWNHOUSE ASSOCIATION, INC.

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

*Tammy Shiplett*



**CONSENT FOR USE OF SIMILAR NAME**

On the 22<sup>d</sup> day of November, 19 89,  
the BOARD OF DIRECTORS (TRUSTEES) OF Wren's Cross Townhouses, Inc.  
(Name of Corporation giving Consent)  
707914  
(Charter or License No.)

passed the following resolution:

RESOLVED, that Wren's Cross Townhouses, Inc.  
(Name of Corporation giving Consent)

gives its consent to Wren's Cross #1 Townhouse Association, Inc.

to use the name Wren's Cross #1 Townhouse Association, Inc.

Date 11/22/89 Signed [Signature]  
Secretary or Assistant Secretary of  
Consenting Corporation

**NOTE: This document MUST BE SIGNED by the SECRETARY or ASSISTANT SECRETARY of the consenting corporation, pursuant to Section 1701.05(A) of the Ohio Revised Code.**