EXHIBIT D

AMENDED AND RESTATED BYLAWS OF

VILLAS OF HUDSON HOMEOWNERS' ASSOCIATION

INDEX OF AMENDED AND RESTATED BYLAWS OF VILLAS OF HUDSON HOMEOWNERS' ASSOCIATION

ARTICLE I DEFINITIONS 1

ARTICLE II THE ASSOCIATION 1

Section 1. Name and Nature of Association. 1
Section 2. Voting Rights. 1
Section 3. Voting Methods. 1
Section 4. Meeting of Members. 3
Section 5. Actions Without a Meeting 5

ARTICLE III BOARD OF DIRECTORS 5

Section 1. Number and Qualification 5
Section 2. Nominations and Elections of Directors; Vacancies 6
Section 3. Term of Office; Resignations. 8
Section 4. Organizational Meeting 8
Section 5. Regular Meeting. 8
Section 6. Special Meetings. 8
Section 7. Quorum; Adjournment. 9
Section 8. Powers and Duties. 9
Section 9. Removal of Members of Board. 9
Section 10. Fidelity Bonds. 10
Section 11. Actions Without a Meeting 10

ARTICLE IV OFFICERS 11

Section 1. Election and Designation of Officers. 11
Section 2. Term of Office; Vacancies. 11
Section 3. President. 11
Section 4. Vice President. 11

Section 5. Secretary. 12
Section 6. Treasurer. 12
Section 7. Other Officers. 12
Section 8. Delegation of Authority and Duties. 12
Section 9. Compensation of Officers and Directors 13
ARTICLE V APPLICABLE LAWS: PRIORITY OF DOCUMENTS 13
ARTICLE VI FINANCES OF ASSOCIATION (ASSESSMENTS) 13
Section 1. Preparation of Estimated Budget. 13
Section 2. Books and Records of Association. 14
Section 3. Status of Funds Collected by Association. 14
Section 4. Reserve Fund. 14
Section 5. Lien of Unpaid Assessments - Interest Charges - Late Payment Charges. 15
Section 6. Remedies for Failure to Pay Assessments. 15
Section 7. Statement of Unpaid Assessments. 15
Section 8. Capital Additions, Alterations, and Improvements. 15
ARTICLE VII AMENDMENT 16
ARTICLE VIII INDEMNIFICATION 16
Section 1. In General. 16
Section 2. Advance of Expenses. 17
Section 3. Indemnification Not Exclusive; Insurance. 17
Section 4. Indemnification by Owners. 17
Section 5. Cost of Indemnification 18

AMENDED AND RESTATED BYLAWS OF

VILLAS OF HUDSON HOMEOWNERS' ASSOCIATION

ARTICLE I

DEFINITIONS

Definitions in Articles of Incorporation.

The definitions set forth in Section 2.2 of the Declaration of Easements, covenants and Restrictions ("Declaration") shall be applicable to the words and terms used in these Bylaws unless expressly otherwise provided herein or unless the context otherwise requires.

ARTICLE II

THE ASSOCIATION

Section 1. **Name and Nature of Association.**

The Association shall be an Ohio nonprofit corporation called "Villas of Hudson Homeowners' Association".

Section 2. **Voting Rights.**

The voting rights for the membership is described in the Declaration.

Section 3. **Voting Methods.**

Prior to sending the notice for any meeting, as required by Bylaws Article II, Section 4(c), and depending on the conduct of the meeting as determined by the Board in accordance with Bylaws Article II, Section 4(e), 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. "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. "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(c). 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 3(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 3(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.

Section 4. Meeting of Members.

(a) Annual Meeting. The annual meeting of Members of the Association for the election of members of the Board and the transaction of such other business as may properly be brought before such meeting shall be held at such place within eight (8) miles of Villas of Hudson as may be designated by either the Board or the President and specified in the notice of such meeting, at 8:00 p.m. or at such other time as may be designated by the Board or the President and specified in the notice of the meeting. The annual meeting of Members of the Association shall be held on a date and at a time in the month of May as determined by the Board.

(b) Special Meeting. Special meetings of the Members shall be called upon the written request of the President of the Association or, in case of the President's absence, death or disability, the Vice-President of the Association, a majority of the members of the Board acting either with or without a meeting, or Members entitled to exercise at least twenty-five percent (25%) of the total voting power of the Association. Upon request in writing for a special meeting delivered either in person or by certified mail to the President or the Secretary of the Association by any persons entitled to call a meeting of Members such officer shall forthwith cause to be given to the Members entitled thereto notice of a meeting to be held on a date not less than fifteen (15) or more than thirty (30) days after the receipt of such request as such officer may fix. If such notice is not given within thirty (30) days after delivery of mailing of such request, the persons calling the meeting may fix the date and place of the meeting and give notice thereof. Each special meeting shall be called and held at such place on Villas of Hudson Property or off Villas of Hudson Property but within eight (8) miles of Villas of Hudson as specified in the notice of meeting. No business other than that specified in the call shall be considered at any special meeting.

(c) Notices 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 XIV, Section 14.4, 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.

(d) **Quorum; Adjournment**. At any meeting of the Members 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, the Members of the Association entitled to exercise twenty-five percent (25%) of the voting power of the Association present in person or by proxy constitutes a quorum for such meeting; provided, however, that no action required by law, by the Declaration, by the Articles or by these Bylaws to be authorized or taken by a designated percentage of the voting power of the Association may be authorized or taken by a lesser percentage; and provided, further, that the Members of the Association entitled to exercise a majority of the voting power represented at a meeting of Members, whether or not a quorum is present, may adjourn such meeting from time to time. 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.

(e) **Conduct of Meetings**. Prior to the meeting notice being sent to the Members in accordance with Bylaws Article II, Section 4(b) or Section 4(c), 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, the Board will decide if the owners have the option to attend in person or via Authorized Communications Equipment or both.

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.

Section 5. Actions Without a Meeting.

All votes and/or actions, including votes to amend the Declaration or Bylaws but excepting an action for the election or removal of a Director, which may be taken at or after a meeting of the Association, may be taken without a meeting in accordance with the voting methods in Bylaws Article II, Section 3. Such voting records will be filed with the Association.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number and Qualification.

The Board of Directors will consist of five (5) persons, all of whom must be Owners or the spouses of Owners, provided that if an Own er is not an individual, that Owner may nominate for the Board of Directors any principal, member of a limited liability company, partner, director, officer, or employee of that Owner to serve on the Board of Directors. The majority of the Board may not consist of Owners or representatives from the same Lot unless authorized by a resolution adopted by the Board of Directors prior to the majority being comprised of Owners or representatives from the same Lot. The election and terms of the Directors will be staggered in a 3-2 rotation as provided in Sections 2 and 3 of this Article III.

Directors must be in good standing. "Good standing" means the Director is not 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 60 days delinquent in the payment of any fees or Assessments owed to the Association. Any current Director not in good standing, as defined in this Section, at the time the amendment recorded at Instrument No. 56980348 on October 21, 2025, with the Summit County Fiscal Office has 30 days to become in good standing, otherwise they may be removed by a majority vote of the remaining Directors. Each Director must also provide and cooperate with all State and Federal reporting

requirements, if any, including provision of contact and other information and documentation as the law may require.

Section 2. Nominations and Elections of Directors; Vacancies.

(a) 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 1. Any Member may submit their name to the nominating committee as a candidate, and the nominating committee must nominate that Member if that Member satisfies all the qualifications to be a Director as further provided for in Bylaws Article III, Section 1. 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, Sections 4(b) and 4(c) 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.

(b) 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 3. 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.

(c) **Vacancies**. In the event of any vacancy or vacancies on the Board, the remaining Director(s), by a majority vote of their number, may appoint an Association Member(s) to fill any vacancy(ies) for the remainder of the unexpired term.

Section 3. Term of Office; Resignations.

Each Board member shall hold office until the annual meeting of the Members of the Association held for the election of his or her position and until his successor is elected, or until his or her earlier resignation, removal from office or death. Any Board member may resign at any time by oral statement to that effect made at a meeting of the Board or in writing to that effect delivered to the Secretary of the Association, such resignation to take effect immediately or at such other time as the Board member may specify. Members of the Board shall serve without compensation. Board members will serve for a term of two (2) years. If the number of Board members is increased, such new members shall, also, serve for a term of two years, with their initial terms being similarly staggered. The term (or terms) of the first new members may be less than two years, if necessary, to properly stagger the expiration dates of the Board.

Section 4. Organizational Meeting.

Promptly after each annual meeting of Members of the Association, the newly elected Board members and those Board members whose terms hold over shall hold an organizational meeting for the purpose of electing officers and transacting any other business. Notice of such meeting need not be given.

Section 5. Regular Meeting.

Regular meetings of the Board may be held at such times and places as shall be determined by a majority of the Board; but at least one such meeting shall be held during each four (4) month period.

Section 6. Special Meetings.

Special meetings of the Board may be held at any time upon call by the President or any two Board members. Written notice of the time and place of each such meeting shall be given to each Board member either by personal delivery or by mail, telegram, telecopy or telephone at least two days before the meeting, which notice need not specify the purposes of the meeting; provided, however, that

attendance of any Board member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting, and such notice may be waived in writing either before or after the holding of such meeting, by any Board member, which writing shall be filed with or entered upon the records of the meeting. Unless otherwise indicated in the notice thereof, any business may be transacted at any organization, regular or special meeting.

Section 7. Quorum; Adjournment.

A quorum of the Board shall consist of a majority of the number of persons then serving as Board members; provided that a majority of the Board members present at a meeting duly held, whether or not a quorum is present, may adjourn such meeting from time to time. At each meeting of the Board at which a quorum is present, all questions and business shall be determined by a majority vote of those present, except as may be otherwise expressly provided in the Declaration or in these Bylaws.

Section 8. Powers and Duties.

Except as otherwise provided by law, the Declaration, the Articles or these Bylaws, all power and authority of the Association shall be exercised by the Board. In carrying out the purposes of the Declaration and subject to the limitations prescribed by law, the Declaration, the Articles or these Bylaws, the Board shall have the right to do all things permitted by law and exercise all powers and authority of the Association.

Section 9. Removal of Members of Board.

At any regular or special meeting of Members of the Association duly called, at which a quorum shall be present, any one or more of the Board members may be removed with or without cause by vote of the Members of the Association entitled to exercise at least seventy-five percent (75%) of the voting power of the Association, and a successor or successors to such Board member or members so removed shall then and there be elected to fill the vacancy or vacancies thus created. Any Board member whose removal has been proposed by the Members of the Association shall be given an opportunity to be heard at such meeting.

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 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 no longer meets the qualifications to serve on the Board as required by these Bylaws;

(e) the Director is physically incapacitated in a manner that prohibits the Director from voting or participating in Board meetings; or

(f) the Director fails to attend three consecutive meetings.

Section 10. Fidelity Bonds.

The Board may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate Fidelity Bonds. The premiums on such bonds shall be paid by the Association and shall be "Common Costs".

Section 11. Actions Without a Meeting.

All actions which may be taken at a meeting of the Board may be taken without a meeting with the approval of and in a writing signed by all members of the Board then serving as such.

ARTICLE IV

OFFICERS

Section 1. Election and Designation of Officers.

The Board shall elect a President, a Vice President, a Secretary and a Treasurer. The President shall be a member of the Board, and some or all of the remaining officers may, but need not be, members of the Board. The Board may also appoint an Assistant Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary who may or may not be members of the Board but who must be Members of the Association. One person may hold more than one office.

Section 2. Term of Office; Vacancies.

The officers of the Association shall hold office until the next organizational meeting of the Board and until their successors are elected, except in case of resignation, removal from office or death. The Board may remove any officer at any time with or without cause by a majority vote of the Board members then in office. Any vacancy in any office may be filled by the Board.

Section 3. President.

The President shall be the chief executive officer of the Association. The President shall preside at all meetings of Members, of the Association and shall preside at all meetings of the Board. Subject to directions of the Board, the President shall have general executive supervision over the business and affairs of the Association. The President may execute all authorized deeds, contracts and other obligations of the Association and shall have such other authority and shall perform such other duties as may be determined by the Board or otherwise be provided for in the Declaration or in these Bylaws.

Section 4. Vice President.

The Vice President shall perform the duties of the President whenever the President is unable to act and shall have such other authority and perform such other acts as may be determined by the Board.

Section 5. Secretary.

The Secretary shall keep the minutes of meetings of the Members of the Association and of the Board. The Secretary shall keep such books as may be required by the Board, shall give notices of meetings of Members of the Association and of the Board as required by law, the Declaration or by these Bylaws and shall have such authority and shall perform such other duties as may be determined by the Board or otherwise as provided for in the Declaration or in these Bylaws.

Section 6. Treasurer.

The Treasurer shall receive and have in charge all money, bills, notes and similar property belonging to the Association, and shall do with the same as may be directed by the Board. The Treasurer shall keep accurate financial accounts and hold the same open for inspection and examination of the Board and shall have such authority and shall perform such other duties as may be determined by the Board.

Section 7. Other Officers.

The Assistant Secretaries and Assistant Treasurers, if any, and any other officer whom the Board may appoint shall, respectively, have such authority and perform such duties as may be determined by the Board.

Section 8. Delegation of Authority and Duties.

The Board is authorized to delegate the authority and duties of any officer to any other officer, to a managing agent or to a management company, or to any one or more of them, and generally to control the action of the officers and managing agent or management company and to require the performance of duties and in addition to those mentioned herein. The execution of a management agreement with a managing agent or management company which authorizes or requires the managing agent or management company to perform certain duties shall be deemed to be a delegation and authorization to such managing agent or management company of such duties and of all power and authority necessary to carry out such duties.

Section 9. Compensation of Officers and Directors.

Officers and Directors shall serve without compensation except that the Association shall reimburse such Officers or Directors for out-of-pocket expenses incurred in connection with the exercise of their duties hereunder, pursuant to such reasonable Rules as the Board may, at its election, adopt.

ARTICLE V

APPLICABLE LAWS: PRIORITY OF DOCUMENTS

(a) Chapter 1702 of the Ohio Revised Code,

(b) The Declaration,

(c) The Articles,

(d) These Bylaws, and

(e) The Rules

shall be attempted to be interpreted as a harmonious whole, and the Association shall be subject to and governed by all of such laws, documents and Rules. In the event of any direct inconsistency in any provisions in any of the foregoing, the provisions, in the law or document first above listed shall be given priority; provided, however, that all inconsistencies between or among the permissive provisions of Chapter 1702 of the Ohio Revised Code and any provisions of any documents or Rules, listed later, shall be resolved in favor of the documents or Rules listed later.

ARTICLE VI

FINANCES OF ASSOCIATION (ASSESSMENTS)

Section 1. Preparation of Estimated Budget.

On or before December 15 of each year, the Association shall estimate the total amount necessary to pay all of the Common Costs for each succeeding calendar year together with any income the Association may receive. On or before December 21, the Association shall notify each Member in writing as to the amount

of such estimates. The failure of the Association to comply strictly with the above time requirements shall not be deemed to be a waiver and shall not prevent the Association from collecting Assessments for Common Costs. The net of the aggregate amounts of such estimates of the next calendar year shall be assessed to those Members required to pay such Assessments according to and as specifically set forth in the Declaration. Each Member required to pay Assessments shall pay to the Association or as it may direct the Assessment made pursuant to this Section on or before the first day of each calendar year except that the Board may elect to collect annual Assessments quarterly or monthly, in advance. On or before the date of each annual meeting, the Association shall furnish to all Members an itemized accounting of the Common Costs for the preceding calendar year actually incurred and paid, together with a tabulation of the amounts collected pursuant to the estimates provided, by Assessments, or otherwise, and showing the net amount over or short of the actual expenditures plus reserves. Any amount accumulated in excess of the amount required for actual expenses and reserves shall be credited to the last maturing installments due from the Members under the current year's estimate, pro rata. Any net shortage shall be added pro rata to the next installment due after the rendering of the accounting.

Section 2. Books and Records of Association.

The Association shall keep full and correct books of account. The books and records shall be open for inspection by any Member or his representative duly authorized in writing, at such reasonable time or times during normal business hours as may be requested. Upon ten (10) days notice to the Board and payment of a reasonable fee, any Member shall be furnished a statement of his account setting forth the amount of any unpaid Assessments or other charges due and owing.

Section 3. Status of Funds Collected by Association.

All funds collected hereunder shall be held and expended solely for the purposes designated herein and shall be deemed to be held for the use, benefit and account of all Members required to pay Assessments pursuant to the Declaration.

Section 4. Reserve Fund.

Subject to the terms of Section 10.3 of the Declaration, the Board must establish and maintain a reasonable reserve fund for replacements of Common Elements, exterior walls, roofs and other property required to be maintained, repaired and replaced by the Association, in such amount as the Board may deem

necessary in the normal course of operations without the necessity of special Assessments, unless the Owners exercising not less than a majority of the voting power of the Association waive this reserve requirement in writing annually. The reserve shall be funded through regular Assessments for Common Costs. Upon the sale of a Lot and/or Home by any Owner, such Owner shall have no right to any portion of the funds in the reserve account; nor shall such Owner have any claim against the Association with respect thereto. Extraordinary expenditures incurred in any year which were not originally included in the estimated cash requirement for such year shall be charged first against the reserve fund. The amount of the reserve fund shall be reviewed annually by the Board.

Section 5. Lien of Unpaid Assessments - Interest Charges - Late Payment Charges.

Unpaid Assessments shall be a lien upon the Lot in the manner specified in the Declaration. The Board may charge interest as provided in the Declaration. The Board may also assess a late payment charge for any payment not paid when due as provided in the Declaration.

Section 6. Remedies for Failure to Pay Assessments.

The Board shall have all remedies for failure to pay Assessments set forth in the Declaration or available in law or in equity, and each such right in remedy of the Board shall be cumulative and non-exclusive.

Section 7. Statement of Unpaid Assessments.

Upon seven (7) days prior written notice to the Board and upon obtainment of a reasonable fee established by the Board, any Owner or existing or prospective mortgagee shall be furnished a statement of the account of such Owner setting forth the amount of any unpaid Assessments or other charges due and owing from such Owner. Any perspective purchaser or mortgagee may rely upon such statement.

Section 8. Capital Additions, Alterations, and Improvements.

Notwithstanding any other provisions in these Bylaws or in the Declaration which authorizes expenditures, no single expenditure exceeding 10 percent of that fiscal year's estimated budget will be made by the Association for any capital addition, alteration, or improvement (as distinguished from maintenance, repair, or

replacement) without the prior approval of the Owners of the Association entitled to exercise a 66 and two-thirds percent of the voting power. If Owner approval is obtained, the Board may proceed with the additions, alterations, or improvements and will assess all Lots for the cost. The limitations on expenditures by the Association contained in this Section 8 will not apply to repair of the Villas of Hudson Property due to casualty loss, emergency repairs necessary for the preservation and safety of the property, for the safety of Persons, to maintain compliance with any applicable local, state or federal codes, ordinances, laws, Rules or regulations, or to avoid suspension of any necessary services.

ARTICLE VII

AMENDMENT

These Bylaws may be amended to the same extent and in the same manner as the Declaration may be amended.

ARTICLE VIII

INDEMNIFICATION

Section 1. In General.

The Association shall indemnify any Board member, officer or committee member of the Association or any former Board member, officer or committee member of the Association and/or its or their 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 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 such Board member, officer or committee member of the Association, provided it is determined in the manner hereinafter set forth that (A) such Board member, officer or committee member of the Association was not and is not adjudicated to have been grossly negligent or guilty of misconduct in the performance of his duty to the Association, (B) such Board member, officer or committee member acted in good faith in what he reasonably believed to be in or not opposed to the best interest of the Association, (C) in any criminal action, suit or proceeding, such Board member, officer or committee member had no reasonable cause to believe that his conduct was unlawful, and (D) in case of settlement, the amount paid in the settlement was reasonable.

The determinations herein required shall be made by written opinion of independent legal counsel chosen by the Board. Notwithstanding the opinion of legal counsel, to the extent that a Board member, officer or committee member has been successful in defense of any action, suit or proceeding, or in the defense of any claim, issue or matter, he shall, in that event, be indemnified as set forth above herein.

Section 2. Advance of Expenses.

Funds to cover expenses, including attorneys' fees, with respect to any pending or threatened action, suit, or proceeding, shall be advanced by the Association prior to the final disposition thereof upon receipt of a request to pay such amounts.

Section 3. Indemnification Not Exclusive; Insurance.

The indemnification provided for in this Article VIII shall not be exclusive, but shall be in addition to any other rights to which any person may be entitled under the Articles of Incorporation, any agreement, any insurance provided by the Association, Ohio State laws, including the provisions of Section 1702.12(e) of the Ohio Revised Code and its successor statutes, or otherwise. The Association shall purchase and maintain insurance on behalf of any person who is or was a Board member, officer or committee member of the Association against any liability asserted against him or incurred by him in such capacity or arising out of his status as a Board member, officer or committee member of the Association.

Section 4. Indemnification by Owners.

The Board members, officers and committee members of the Association shall not be personally liable to the Owners for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Owners shall indemnify, defend and hold harmless each of the Board members, officers and committee members of the Association against all contractual liabilities to third parties arising out of contracts made on behalf of the Association except with respect to any such contracts made in bad faith or intentionally contrary to the provisions of the Declaration or these Bylaws. Every agreement made by any Board member, officer or committee member of the Association shall provide that such Board member, officer or committee member

of the Association is acting only as a representative of the Association and shall have no personal liability thereunder (except as an Owner).

Section 5. Cost of Indemnification.

Any sum paid or advanced by the Association under this Article VIII shall constitute a Common Expense. The Board shall have the power and the responsibility to raise, by special assessment or otherwise, any sums required to discharge the Association's obligations under this Article VIII; provided, however, that the liability of any Owner arising out of the contract made by the Board, any Board member, officer or committee member of the Association, or out of the aforesaid indemnity in favor of such Board member, officer or committee member of the Association, shall be limited to such proportion of the total liability hereunder as said Owner's interest in the Common Elements bears to the total interest of all the Owners in the Common Elements.