State of Ohio
Department of State

F0567-1798

Sherrod Brown
Secretary of State

Date 11/29/84 **Number** 644955 **Receipt No.** 36680

F567-1798 0355

Received of or filed by J. A. DEVELOPMENT WILLIAMSBURG ETC.

The sum of $ 25.00 **for filing** ARN **of**

THE COMMONS OF EASTGATE CONDOMINIUM UNIT OWNERS ASSOCIATION, INC.

ARN $ 25.00

Returned to: 36680
J. A. DEVELOPMENT WILLIAMSBURG ETC.
423 WARDS CORNER RD.
CINCINNATI, OH 45140

RECEIPT

Name:
THE COMMONS OF EASTGATE CONDOMINIUM UNIT OWNERS ASSOCIATION, INC.

Total Fee: $ 25.00

F0567-1798

Department of State

The State of Ohio

Sherrod Brown
Secretary of State

644755

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN

of:

THE COMMONS OF EASTGATE CONDOMINIUM UNIT OWNERS ASSOCIATION, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll F567 at Frame 1800 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this 23RD **day of** NOV **, A.D. 19**84**.**

Sherrod Brown

Sherrod Brown
Secretary of State

F567-1830

D.C.
11-23-84
25.00

ARTICLES OF INCORPORATION
OF
THE COMMONS OF EASTGATE CONDOMINIUM
UNIT OWNERS ASSOCIATION, INC.

The undersigned, desiring to form a corporation, not for profit, under the Ohio Non-Profit Corporation Law §1702.01 to §1702.58, inclusive, of the Revised Code of Ohio, does hereby certify:

First. The name of said corporation shall be The Commons of Eastgate Condominium Unit Owners Association, Inc.

Second. The place in the State of Ohio where the principal office of the corporation is to be located is on the common area of the condominium on Crisfield Drive, Clermont County, Ohio.

Third. The purpose or purposes for which the corporation is formed are:

(a) To function as a unit owners association for condominium property as required by 5311.08, revised Code of Ohio, and in connection therewith, to develop, maintain, improve, repair, alter, operate, administer, service and generally manage the condominium property known as The Commons of Eastgate Condominium located in the Township of Union, Clermont County, Ohio;

(b) To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements and liens to which such condominium property is or may become subject and which the Association shall have the right to enforce;

(c) To represent and promote the welfare of its members generally, and to cooperate with municipal, county, state, and other public authorities for the promotion and betterment of the interests of such members;

(d) To purchase, lease or otherwise acquire, to hold and use, to sell, lease or otherwise dispose of, and to deal in or with personal property of any description and any interest therein;

(e) To purchase, lease or otherwise acquire, to invest in, hold, use and encumber, to sell, lease, exchange, transfer or otherwise dispose of, and to construct, develop, improve, equip, maintain and operate structures and real property of any description and any interest therein;

(f) To borrow money, to issue, sell and pledge its notes, bonds and other evidences of indebtedness, to secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property, and to guarantee and secure obligations of any person, all to the extent necessary, useful or conducive to carrying out any of the purposes of the corporation;

(g) To invest its funds in any shares or other securities of another corporation, business or undertaking or of a government, governmental authority or governmental subdivision; and,

(h) To do whatever is deemed necessary, useful or conducive to carrying out any of the purposes of the corporation and to exercise all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Non-Profit Corporation Law.

Nothing in these Articles of Incorporation or in the code of Regulations shall authorize the corporation to, and the corporation shall not, enter into any transaction, carry on any activity, or engage in any business for pecuniary profit. The net earnings of the corporation, if any, shall not inure to the benefit of any incorporator, member, or any member of the Board of Managers or Trustees of the corporation, or any private individual.

The corporation shall not, and no clause of this Article Third shall be construed as authorizing the corporation to, do any act or enter any agreement or deal with real or personal property in a manner which would violate any provisions of Chapter 5311 of the Ohio Revised Code or any amendments thereto.

Fourth. As permitted by 1702.01(K) of the Ohio Revised Code, the Trustees of the corporations shall be designated the Board of Managers. The Board of Managers shall serve as the Trustees of the corporation and shall exercise all of the powers and have all of the duties of the Trustees as defined in Chapter 1702 of the Ohio revised Code except as such powers may be limited by the provisions of Chapter 5311 of the Ohio Revised Code and by the provisions of the Declaration of Condominium Ownership for The Commons of Eastgate Condominium, and by the corporation's By-Laws.

The following persons shall serve the corporation as the Board of Managers as Trustees until their respective successors shall be duly elected.

William J. Ryan - 423 Wards Corner Road, Loveland, Ohio 45140

James F. Beckham - 423 Wards Corner Road, Loveland, Ohio 45140

John Andres - 4343 Mt. Carmel-Tobasco Road, Mt. Carmel, Ohio 45244

Hamilton County

Fifth. Every Owner of a Unit as described in the Declaration and as created by that Declaration pursuant to the provisions of Chapter 5311 of the Ohio Revised Code which is subject by covenants of record contained in the Declaration to assessment by the Association, including purchasers on land installment contracts as such instruments are defined in Ohio Revised Code Chapter 5313 and including contract sellers on other forms of executory contracts for the sale of a Unit, by excluding those holding record title or a similar interest merely as security for the performance of an obligation, shall automatically on acquisition of such Ownership Interest in a Unit be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment. Such membership shall terminate upon the sale or other disposition by such Unit Owner of his Ownership Interest, at which time the new Unit Owner shall automatically become a member of the Association.

Sixth. The Unit Owners Association shall have two classes of voting membership:

a. Class A. Class A members shall be all Unit Owners other than the Declarant of the condominium (so long as Class B membership exists.). There shall be one voting member for each unit. The total number of votes of all voting members shall be one hundred (100). Each unit owner is entitled to the number of votes as represented by his respective percentage of ownership interest in the common areas and facilities as enumerated in Article IV, Paragraph 6 of the Declaration.

b. Class B. Class B members shall be the Declarant who shall be entitled to exercise ninety-five (95%) percent of the total voting power of the Unit Owners Association, so long as Class B membership continues to exist, and so long as such membership is consistent with the provisions of the Ohio Revised Code, Chapter 5311. The Class B membership shall terminate and be converted to Class A membership upon the occurrance of either of the following events, whichever happens earlier:

(1) When 75% of the condominium units provided for in the Declaration have been sold by the Declarant and conveyed to individual unit owners:

(2) Three (3) years from the date of filing of the Declaration of the Commons of Eastgate Condominium , or five (5) years if additional units are added to the condominium development.

The provisions of this Article Sixth are subject to the provisions of O.R.C. 5311.08 and any inconsistency shall be resolved in favor of that Section of the O.R.C.

Seventh. Upon dissolution of the corporation, any assets remaining after payment or adequate provision for payment of all debts and obligations of the corporation shall be expended in furtherance of the purposes set forth

herein. If no successor in interest to the corporation is formed to administer the property of the corporation, its assets shall be distributed to its members according to a plan adopted and administered by the Board of Managers of the corporation, which plan shall comply with the requirements of Chapter 5311 of the Ohio Revised Code.

Eighth. The corporation shall exist perpetually, unless dissolved earlier under the terms of these Articles.

Ninth. Amendment of these Articles shall require the assent of members holding at least seventy-five (75%) percent of the voting power of the Association, except as may be provided to the contrary in the Declaration of the O.R.C.

Tenth. A trustee 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 the reason of the fact that any director or officer of any firm of which such trustee or officer is a member, or any corporation of which such trustee or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such director, officer, firm or corporation is so interested must be disclosed to or known by the Board of Managers or as such members thereof as shall be present at the meeting of said Board at which action is taken upon such matters. No trustee or officer shall be accountable or responsible to the corporation for or in respect to any such transaction, contract, or act or for any gains or profits realized by him or by any organization affiliated with him as a result of which transaction, contract or act. Any such trustee or officer may be counted in determining the existence of a quorum at any meeting of the Board of Managers of the corporation which shall be authorized

or take action in respect of any such contract, transaction or act, and may vote to authorize, ratify or approve any such contract, transaction or act, with like force in effect as if he or any firm of which he is a member of a Corporation of which he is a member or a corporation of which he is a shareholder, officer or director, were not interested in such corporation, contract or act.

Eleventh. Each Board member and officer of the Association and its employees and each former Board member, officer or employee of the Association, shall be indemnified by the Association against the costs and expenses reasonably 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 his being or having been such Board member or officer of the Association (whether or not he is a Board member or officer at the time of incurring such costs and expenses), except with respect to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for misconduct or negligence in the performance of his duty as such Board member of officer. In case of the settlement of any action, suit or proceeding to which any Board member or officer of the Association, or any former Board member or officer of the Association is made a party or which may be threatened to be brought against him by reason of his being or having been a Board member or officer of the Association, he shall be indemnified by the Association against the costs and expenses (including the cost of settlement) reasonably incurred by him in connection with such action, suit or proceeding (whether or not he is a Board member or officer at the time of incurring such costs and expenses), if (a) The Association shall be advised by independent counsel that such Board member or officer did not misconduct himself or was not negligent in the performance of his duty as such Board member or officer with respect to the matters covered by such action, suit or proceeding, and

cost to the Association of indemnifying such Board member or officer (and all other Board members and officers, if any, entitled to indemnification hereunder in such case), if such action, suit or proceeding were carried to a final adjudication in their favor could reasonably be expected to exceed the amount of costs and expenses to be reimbursed to such Board members and officers as a result of such settlement, or (b) disinterested Association members entitled to exercise a majority of the voting power shall, by vote at any annual or special meeting of the Association, approve such settlement and the reimbursement to such Board member or officer of costs and expenses. The phrase "disinterested members" shall mean all members of the Association other than (i) any Board member or officer of the Association who at the time is or may be entitled to indemnification pursuant to the foregoing provisions, (ii) any corporation or organization of which any such Board member or officer owns of record or beneficially 10% or more of any class of voting securities, (iii) any firm of which such Board member or officer is a partner, and (iv) any spouse, child, parent, brother or sister of any such Board member of officer. The foregoing rights of indemnification shall inure to the benefit of the heirs and legal representatives of each such Board member of officer, and shall not be exclusive of other rights to which any Board member or officer may be entitled as a matter of law, under the Declaration, any vote of the Association members or any agreement.

F0567-1797

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Ohio, the undersigned incorporator of this Agreement has executed these Articles of Incorporation, this 19th day of November, 1984.

BY: James F. Beckham
James F. Beckham, Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of the Commons of Eastgate Condominium Unit Owners Association, Inc., hereby appoints James F. Beckham, 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 complete address is: 423 Wards Corner Road, Loveland, Ohio 45140.

THE COMMONS OF EASTGATE CONDOMINIUM
UNIT OWNERS ASSOCIATION, INC.

BY: James F. Beckham
James F. Beckham

Cincinnati, Ohio

TO: THE COMMONS OF EASTGATE CONDOMINIUM
UNIT OWNERS ASSOCIATION, INC.

Date: November 19, 1984

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom any process, notice, or demand required or permitted by statute to be served upon said corporation may be served.

James F. Beckham
James F. Beckham

J. A. Developement
Williamsburg Properties
423 Wards Corner Road
Cincinnati, Ohio 45140

F0567-1869

CORRESPONDENCE