

BYLAWS

OF

MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC.

EXHIBIT D - BYLAWS

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BYLAWS  
OF  
MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Name and Location

The name of the Corporation is MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. The principal office of the Corporation shall be located at Green Township, Summit County, Ohio, but meetings of members and trustees may be held at such places within the State of Ohio as may be designated by the Board of Trustees.

ARTICLE II

Definitions

These Bylaws are an integral part of the Declaration of Easements, Covenants, and Restrictions for Mayfair Estates, dated August 8, 1988 (the "DECLARATION"), which is filed for record in Volume \_\_\_\_\_ at Page \_\_\_\_\_ of Summit County, Ohio Records. The definitions contained in Paragraph 1 of the Declaration are incorporated herein by reference.

ARTICLE III

Meeting of Members

Section 1 - Annual Meeting.

Subject to the rights of Declarant contained in Paragraph 4.6 of the Declaration, the first annual meeting of the Members shall be held within one year from the date of incorporation of the Association and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o'clock, P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2 - Special Meetings.

Special meetings of the members may be called at any time by the president, the Board, or upon written request of

members holding not less than fifteen percent (15%) of the voting power of the Association.

Section 3 - Notice of Meetings.

Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than seven (7) or more than forty-five (45) days before such meeting to each Member entitled to vote thereat, addressed to the member's Lot of the address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Notice of a meeting may, also, be given in any manner provided in Paragraph 7.6 of the Declaration for the giving of notices to an Owner, unless the Member has given notice to the Association that notices to him are to be given elsewhere, in which case the notice of meeting shall be mailed or delivered to such address. The notice of meeting shall specify the place, date and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4 - Place of Meetings.

Those authorized in Section 2, above, to call a special meeting may designate any place within the County of Summit, Ohio, as the place for any annual meeting or for any special meeting.

Section 5 - Action Without Meeting.

Any action which may be authorized or taken at a meeting of the members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, members holding more than fifty percent (50%) of the voting power of the Association. Any such writings shall be filed with or entered upon the records of the Association. Any certificate with respect to the authorization or taking of any such action which is required to be filed in the office of the Secretary of State of the State of Ohio shall recite that the authorization or taking of such action was in a writing or writings approved and signed as specified in Section 1702.25 of the Ohio Revised Code and in this Section 5, ARTICLE III of the Bylaws.

Section 6 - Quorum.

Members holding twenty-five percent (25%) of the voting power shall constitute a quorum for any meeting of the membership, but not action required by law, the Declaration, the Articles of Incorporation, or these Bylaws to be authorized or taken by a specified proportion or number of the voting members

may be authorized or taken by a lesser proportion or number. The affirmative vote of a majority of that part of the voting power which is present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members. A majority of that part of the voting power represented by members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

Section 7 - Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact, and filed with the Secretary. No proxy shall be valid after eleven (11) months of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 8 - Voting by Mail.

Voting at elections and votes on other matters may be conducted by mail in such manner as the board of trustees shall determine.

ARTICLE IV

Board of Trustees; Selection; Term of Office

Section 1 - Number.

The affairs of this Association shall be managed by a Board of three (3) Trustees, who, until the first meeting of the Members, shall be the following three persons:

<u>Name</u>	<u>Address</u>
Irving Botnick	171 Court Drive Akron, Ohio 44313
Michael L. Miller	20201 North Park Blvd. Shaker Heights, Ohio 44118
Harold S. LaPine	2370 South Overlook Road Cleveland Heights, Ohio 44106

Trustees need not be members of the Association; but except for the three above-named persons shall be either an Owner or an Occupant.



Section 2 - Term of Office.

At the first annual meeting the Members shall elect one Trustee for a term of one year and two Trustees for a term of two years. At each subsequent annual meeting the Members shall elect Trustees for 2-year terms to fill the vacancies created by the expiration of the Trustees' terms. A Trustee may serve more than one term if re-elected by the Members.

Section 3 - Removal and Reappointment.

Any Trustee may be removed from the Board, with or without cause, by a majority of the voting power of the Association. In the event of death, resignation or removal of a Trustee, a successor-trustee shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4 - Compensation.

Unless authorized by a majority of the voting power of the Association, no Trustee shall receive compensation for any service he may render to the Association as Trustee. However, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V

Nomination and Election of Trustees

Section 1 - Nomination.

Nomination for election to the Board of Trustees may be made by a Nominating Committee but Members shall have the right to make nominations from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Trustees and one or more Owners or Occupants. If the Board elects to appoint a Nominating Committee, it shall be appointed by the Board prior to the giving of the written notice of the annual meeting of the Members. The Committee shall serve from the date of its appointment to the close of the first succeeding annual meeting. The names of the persons appointed to a Nominating Committee shall be announced to the Members with the written notice of the annual meeting or at any time after the appointment of the Committee and prior to the giving of the notice of the annual meeting.

The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its

discretion determine, but not less than the number of vacancies that are to be filled. Such nomination may be made from among Owners or Occupants.

Section 2 - Election.

Election to the Board of Trustees shall be by cumulative vote, that is, each Member shall have the right to vote the number of votes owned by him for as many persons as there are Trustees to be elected, or to cumulate such votes and give one candidate as many votes as the number of trustees being elected multiplied by the number of his votes shall equal, or to distribute them on the same principle among as many candidates as he shall see fit. The persons receiving the largest number of votes shall be elected.

ARTICLE VI

Meetings of Trustees

Section 1 - Regular Meetings.

Regular meetings of the Board of Trustees may be held without notice, at such times and places as may be fixed from time to time by resolution of the Board, but at least four such meetings shall be held each year.

Section 2 - Special Meetings.

Special meetings of the Board shall be held when called by the President of the Association, or by any two Trustees, after not less than three days' notice to each Trustee.

Section 3 - Quorum.

A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present (as distinct from a majority of those voting) at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4 - Actions Without Meeting.

Any action which may be authorized or taken at a meeting of the Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Trustees. Any writings made pursuant to this Section shall be filed with or entered upon the records of the Association. Any certificate with respect to the authorization or taking of any such action which is required to be filed in the office of the Secretary of State of the State



of Ohio shall recite that the authorization or taking of such action was in a writing or writings approved and signed as specified in Section 1702.25 of the Ohio Revised Code and by the Bylaws of the Association.

## ARTICLE VII

### Powers and Duties of the Board of Trustees

#### Section 1 - Powers.

The Board of Trustees shall have power to:

(a) Adopt and publish rules and regulations governing the use or non-use of the Common Areas by Members, Occupants, and their guests, and the personal conduct of the Members, Occupants, and guests thereon, and to establish penalties (including fines) for the infraction thereof.

(b) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any Assessment levied by the Association. Such rights may also be suspended for a period not to exceed 360 days for infraction of the covenants, restrictions, or conditions of the Declaration or for any infraction of the Association's rules and regulations.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association pursuant to the Declaration, Articles and these Bylaws unless expressly reserved to the membership by other provisions of these Bylaws, the Articles, or the Declaration.

(d) Declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board, and replace the member.

(e) Employ a managing agent, independent contractors, and such employees as they deem necessary and to prescribe their duties.

(f) Authorize and perform such other acts as may be reasonably necessary or proper to carry out the purposes of this Association, and the obligations and rights of the Association in the Declaration and Articles, unless expressly reserved to the membership by other provisions of these Bylaws, the Articles or the Declaration.

Section 2 - Duties.

It shall be the duty of the Board of Trustees to implement and carry out the provisions of the Declaration, Articles and these Bylaws, including without limitation the duty to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by Members holding fifteen percent (15%) or more of the voting power.

(b) Supervise all officers, agents and employees of the Association, and see that their duties are properly performed.

(c) Employ workmen, bookkeepers, other personnel, purchase supplies and equipment, and enter into contracts to provide services for the Association.

(d) Open bank accounts on behalf of the Association and to designate the signatories to such bank accounts.

(e) As more fully provided in the Declaration, fix and collect Assessments.

(f) Issue, or cause an appropriate officer or the Association's managing agent to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment.

(g) In its discretion, procure and maintain such insurance as the Board deems appropriate.

(h) Cause the Common Areas, entrance areas, and drainage ditches and lakes to be maintained as specified in the Declaration.

(i) Pay before they become delinquent any taxes and assessments levied against the Common Areas.

(j) Adopt such rules for the management and operation of the Common Areas as the Board deems appropriate.

(k) Take all actions reasonably necessary in the circumstances to enforce the covenants and restrictions set forth in the Declaration, and to carry out the various duties imposed on the Association by the Declaration.

ARTICLE VIII

Officers and their Duties

Section 1 - Enumeration of Officers.

The officers of this Association shall be a president, a secretary, and a treasurer, who shall at all times be members of the Board, and such other officers as the Board may from time to time by resolution create.

Section 2 - Election of Officers.

The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 3 - Term.

The officers of this Association shall be elected annually by the Board and each shall hold office for one year and until their successors are elected, unless they shall sooner resign or shall be removed or otherwise disqualified to serve. Officers may serve for more than one term if re-elected by the Board.

Section 4 - Special Appointments.

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 5 - Resignation and Removal.

Any officer may be removed from office or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6 - Vacancies.

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.



Section 7 - Multiple Officers.

The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8 - Duties.

The duties of the officers are as follows:

(a) President

The president shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks in excess of \$1,000 and all promissory notes.

(b) Vice-President

If the Board by resolution authorizes the election of a vice-president, the vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members of the Association together with their addresses and shall perform such other duties as required by the Board. The secretary shall act in the place and stead of the president in the event of his absence, inability or refusal to act and if there shall be no vice-president.

(d) Treasurer

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, disburse such funds as directed by resolution of the Board, sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made at the completion of each fiscal year if required in writing by 25 percent or more of the Members, and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the Members. Funds of the association in excess of those required for immediate disbursement may be maintained in

a savings association, in a savings and loan association, in certificates of deposit, or in obligations of the federal or Ohio governments or their agencies.

#### ARTICLE IX

##### Committees

The Board may appoint a Nominating Committee, as provided in these Bylaws, and such other committees as it deems appropriate to carry out its purposes.

#### ARTICLE X

##### Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member, by any accountant or attorney designated by a Member, by any person holding a general power of attorney from a Member or a special power of attorney given for the purpose of making the inspection, and by the representative of any first mortgagee of a Lot. The Declaration, Articles and these Bylaws of the Association shall be available for inspection by any of the foregoing at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE XI

##### Assessments

###### Section 1 - Assessments.

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special Assessments which shall be secured by a continuing lien upon the property against which the Assessment is made. Any Assessments which are not paid when due shall be delinquent. If the Assessment is not paid within fifteen (15) days after the due date, a late charge of Five Dollars (\$5.00) a month shall be added to the amount then due and the Assessment shall, in addition, bear interest from the due date at the rate of twelve percent (12%) per annum; PROVIDED THAT if such rate of interest should be usurious, then the rate shall be the highest rate that may be charged without being usurious. The late charges shall accumulate but not bear interest. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Late charges, interest, costs and reasonable attorney's fees accrued and



incurred shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the Assessments provided for herein by non-use or abandonment of his Lot. This Section shall not limit or restrict the rights of the Association and the duties of the Owners set forth in Section 2 of this ARTICLE XII.

Section 2 - Security Deposits from Certain Owners.

(a) If in the judgment of the Board the equity of the persons owning a Lot at any time is not sufficient to secure payment (whether by foreclosure of the lien in favor of the Association, or otherwise) of all Assessments, charges or other sums which may be levied by the Association during a one-year period, then whether or not such Owner shall be delinquent in the payments of any Assessments, the Association shall have the right to require such Owner to pay to the Association a security deposit in an amount which the Board deems necessary for such purposes, provided, however, that such security deposit shall in no event exceed an amount which, when added to such Owner's equity interest in his Lot, exceeds twenty-five per cent (25%) of the fair market value or of the purchase price, whichever is greater, of the Lot in question. In the event that any Owner shall fail to pay any Assessments, charges or other sums which may be due hereunder or shall otherwise violate any covenants, terms and conditions of the Declaration, the Articles, or these Bylaws, the Association shall have the rights, but not the obligation, to apply such security deposit to the unpaid Assessment and to the reduction of the Association's alleged damages resulting from such failure or violation, which right shall be in addition to all other remedies provided for in the Declaration or these Bylaws. Upon any sale by such Owner of his Lot, or at such time as such Owner's equity in his Lot is sufficiently great to dispense with the necessity of such security deposit, any unapplied balance of said security deposit remaining to the credit of said Owner shall be refunded, provided that such Owner shall not be in default under any of his obligations under the Declaration, the Articles or these Bylaws. The Association shall have the right to maintain all security deposits held by it as aforesaid in a single bank account, to commingle such deposits with its own funds, and to use such deposits. The Association shall not be required to credit interest thereon to any Owner. Interest, if any, received shall be paid to and retained by the Association. Said security deposit shall at all times be subject and subordinate to the lien in favor of the Association as described in the Declaration and all rights thereto shall inure to the benefit of the lienor.

(b) Anything in the foregoing subparagraph (a) to the contrary notwithstanding, if an Owner becomes in arrears in the payment of his Assessments in an amount equal to four-twelfths of his share of the annual Assessments, or if an Owner is more than

ten days late in paying his Assessments on six different occasions in any twelve consecutive months, then regardless of such Owner's equity in his Lot, the Association shall have the right to require such Owner to pay to the Association, and the Owner shall pay to the Association, a security deposit in an amount equal to such Owner's share of the current annual Assessment plus the Board's estimate of all special Assessments which may be levied against such Owner's Lot during the next ensuing twelve-month period. Such security deposit shall be held and applied in the same manner as the security deposit provided for in the foregoing subparagraph (a), except that the security deposit shall be held until there elapses a period of not less than twenty-four months (i) during which there shall have been no default or delay of any kind whatsoever by such Owner in making payment of the Assessments against his Lot and (ii) during which the Owner shall not have violated any provisions of the Declaration, Articles, Bylaws or Rules of this Association, including provisions not related to the payment of money. Upon both the sale and the transfer of possession by such Owner of his Lot, any unapplied balance of the security deposit remaining to the credit of said Owner shall be refunded, even though a twenty-four month default-free period had not then occurred.

(c) The Association shall have all of the rights to collect any security deposit provided for in the foregoing subparagraphs (a) and (b) from such Owner that it has to collect an Assessment against the Owner and the Owner's Lot, the amount of such security deposit being deemed to be an Assessment until it is actually received by the Association.

## ARTICLE XII

### Corporate Seal

The Association shall not have a corporate seal.

## ARTICLE XIII

### Amendments

These Bylaws may be amended at a regular or special meeting of the Members by the affirmative vote of Members holding a majority of the voting powers constituting a quorum of Members present in person or by proxy, or by a majority of the voting power if the amendment is being made by a writing and without a meeting; provided no amendment shall be made which is in conflict with the Declaration or Articles.

ARTICLE XIV

Priority of Documents

In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration, the Articles, and these Bylaws, the Declaration shall control.

ARTICLE XV

Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Trustees of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, 1988.

\_\_\_\_\_  
Irving Botnick

\_\_\_\_\_  
Michael L. Miller

\_\_\_\_\_  
Harold S. LaPine

FIRST AMENDMENT TO THE BYLAWS OF  
MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC.

WHEREAS, Article XIII of the Bylaws of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. provides that said Bylaws may be amended at a regular or special meeting of the Members by the affirmative vote of Members holding a majority of the voting powers constituting a quorum of Members present in person or by proxy, provided no amendment shall be made which is in conflict with the Declaration of Articles; and,

WHEREAS, a regular meeting (First Annual Meeting) of the Members of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as The Association) was held on May 17, 1994, at which time it was confirmed that the Members present in person or by proxy constituted a quorum of all Members of The Association.

At said meeting, a motion was proposed to amend Article III, Section 6, of the Bylaws of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. Said motion was seconded and, following discussion thereon, an affirmative vote of the majority of the Members present in person or by proxy was taken. According to the passage of this motion, Article III, Section 6, of the Bylaws of The Association is hereby amended as follows:

ARTICLE III

Meeting of Members

Section 6 - Quorum.

Members, whose Assessments are paid up-to-date, holding ten percent (10%) of the voting power shall constitute a



quorum for any meeting of the membership. The affirmative vote of a majority of that part of the voting power which is present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the Members. A majority of that part of the voting power represented by members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

Further, at said meeting, a motion was proposed to amend Article IV, Sections 1 and 2, of the Bylaws of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. Said motion was seconded and, following discussion thereon, an affirmative vote of the majority of the Members present in person or by proxy was taken. According to the passage of this motion, Article IV, Sections 1 and 2, of the Bylaws of The Association are hereby amended as follows:

ARTICLE IV

Board of Trustees; Selection; Term of Office

Section 1 - Number.

The affairs of this Association shall be managed by an Executive Board consisting of four (4) elected Trustees, to-wit: A President, Vice President, Treasurer and Secretary. Further, the elected Executive Board Members shall annually appoint five (5) additional voting Board Members from among the Owners or Occupants of homes in The Association. These nine (9) Board Members will constitute the Board of Trustees which will govern the business of The Association.



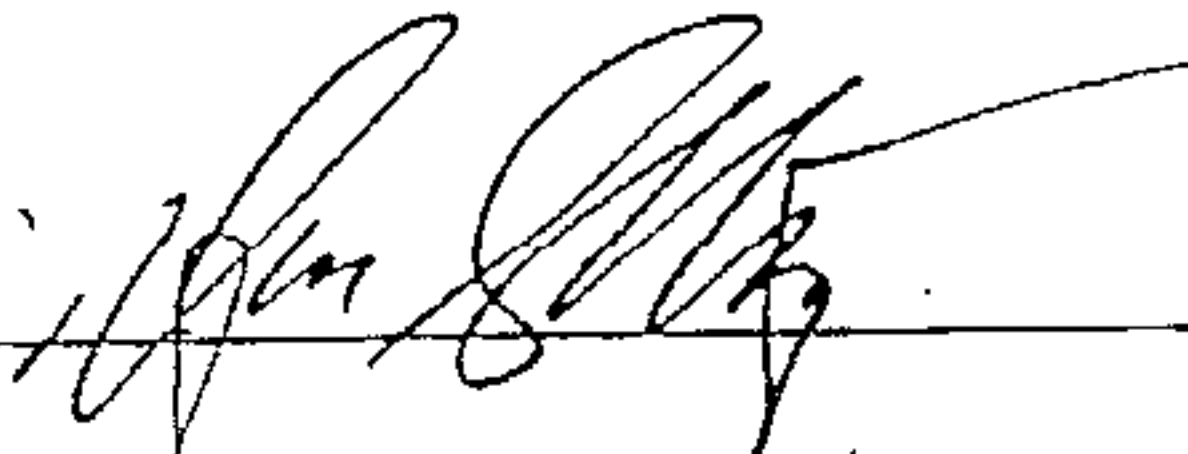
Trustees need not be members of The Association; but shall be either an Owner or an Occupant.

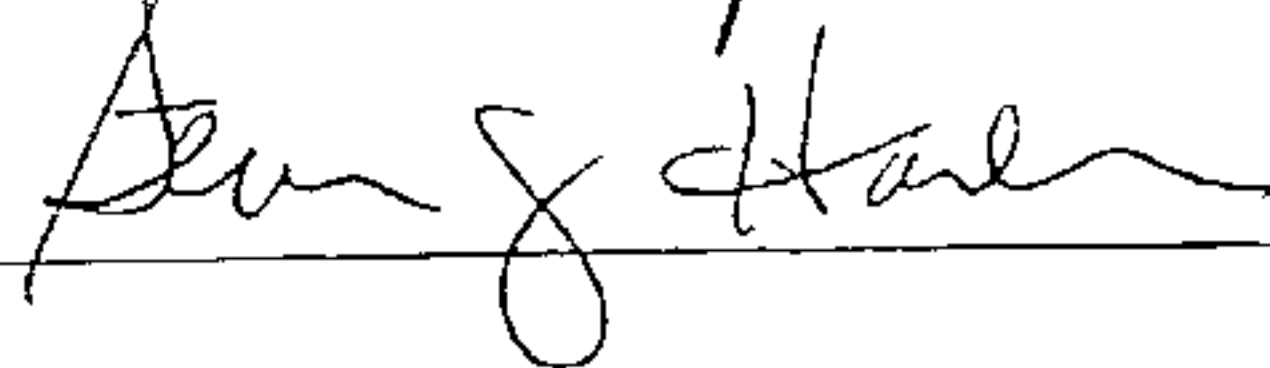
Section 2 - Term of Office.

The Members shall elect two (2) Executive Board Members for a term of two (2) years, to-wit: President and Vice President. The Members shall elect two (2) Executive Board Members to serve a term of one (1) year, to-wit: Treasurer and Secretary. A Trustee may serve more than one term if re-elected by the Members.

The above Amendments to the Bylaws of the MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. have been made in compliance with the Articles and terms of said Bylaws, and are hereby confirmed this 8th day of April, 1997.

WITNESSES:

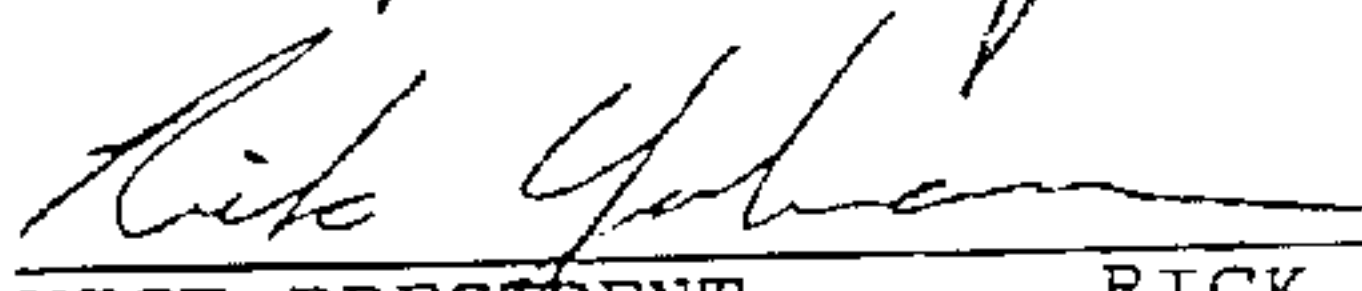
  
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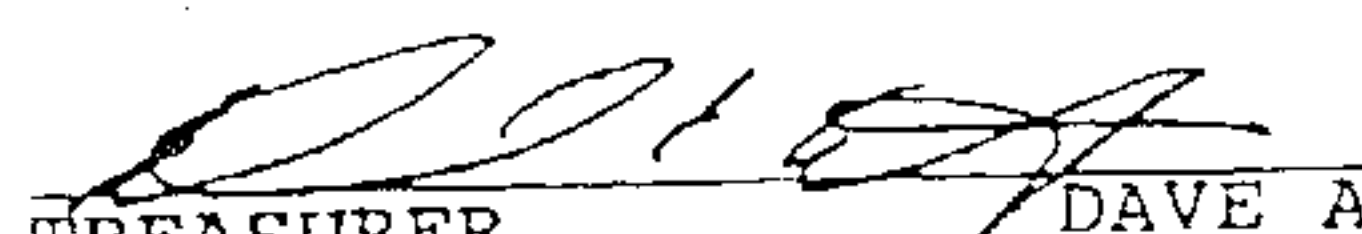
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PRESIDENT DONZELL S. TAYLOR

  
VICE PRESIDENT RICK YOHMAN

  
SECRETARY JEANINE M. KOZAK

  
TREASURER DAVE ANTHONY

STATE OF OHIO        )  
                              :SS:  
COUNTY OF SUMMIT )

Before me, a Notary Public, in and for said County,  
personally appeared the above-named DONZELL S. TAYLOR, RICK  
YOHMAN, JEANINE M. KOZAK AND DAVE ANTHONY

who acknowledged that they did sign the foregoing instrument,  
and that the same is their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and  
official seal at Green, Ohio, this 8th day of  
Apr., 1997.

Mark C. Cavanaugh  
NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

ATTORNEY MARK C. CAVANAUGH  
1745 West Market Street  
Akron, OH 44313

SECOND AMENDMENT TO THE BYLAWS OF  
MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC.

WHEREAS, Article XIII of the Bylaws of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. provides that said Bylaws may be amended at a regular or special meeting of the Members by the affirmative vote of Members holding a majority of the voting powers constituting a quorum of Members present in person or by proxy, provided no amendment shall be made which is in conflict with the Declaration of Articles; and,

WHEREAS, a regular meeting of the Members of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as The Association) was held on April 23, 1996, at which time it was confirmed that the Members present in person or by proxy constituted a quorum of all Members of The Association.

At said meeting, a motion was proposed to amend Article IV, Section 2, of the Bylaws of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. Said motion was seconded and, following discussion thereon, an affirmative vote of the majority of the Members present in person or by proxy was taken. According to the passage of this motion, Article IV, Section 2, of the Bylaws of The Association is hereby amended as follows:

ARTICLE IV

Board of Trustees; Selection; Term of Office

Section 2 - Term of Office.

The Members shall elect all four (4) positions of the Executive Board for a term of two (2) years. The positions of

President and Treasurer shall be staggered with the positions of Vice President and Secretary. To effectuate this, as of the date of this Meeting, the current positions of President and Treasurer are extended for an additional one (1) year term; at the next Annual Meeting, the positions of President and Treasurer shall each be elected for two (2) year terms. The positions of Vice President and Secretary shall each be elected for a term of two (2) years by a vote of the Members at the Meeting this date. A Trustee may serve more than one term if re-elected by the Members.

Further, at said meeting, a motion was proposed to amend Article IV, Section 4, of the Bylaws of MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. Said motion was seconded and, following discussion thereon, an affirmative vote of the majority of the Members present in person or by proxy was taken. According to the passage of this motion, Article IV, Section 4, of the Bylaws of The Association is hereby amended as follows:

#### ARTICLE IV



##### Board of Trustees; Selection; Term of Office

##### Section 4 - Compensation:

The elected Executive Board Members, to-wit: President, Vice President, Secretary and Treasurer, shall be compensated for their services to The Association by the waiver of Annual Assessments during each Trustee's term of office. Further, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

The above Amendments to the Bylaws of the MAYFAIR ESTATES HOMEOWNERS ASSOCIATION, INC. have been made in compliance with the Articles and terms of said Bylaws, and are hereby confirmed this 8th day of April, 1997.


WITNESSES:

  
\_\_\_\_\_  
  
\_\_\_\_\_

  
PRESIDENT DONZELL S. TAYLOR

  
VICE PRESIDENT RICK YOHMAN

  
SECRETARY JEANINE M. KOZAK

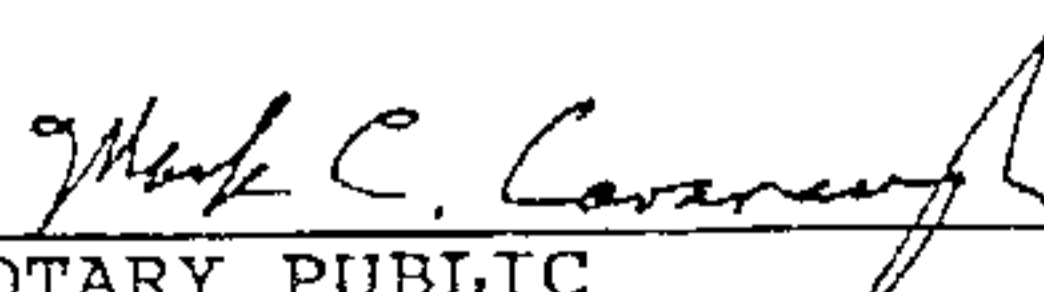
  
TREASURER DAVE ANTHONY

STATE OF OHIO )  
  : ss:  
COUNTY OF SUMMIT )

Before me, a Notary Public, in and for said County, personally appeared the above-named DONZELL S. TAYLOR, RICK YOHMAN, JEANINE M. KOZAK AND DAVE ANTHONY

who acknowledged that they did sign the foregoing instrument, and that the same is their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Green, Ohio, this 8th day of Apr., 1997.

  
NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

ATTORNEY MARK C. CAVANAUGH  
1745 West Market Street  
Akron, OH 44313