



State of Ohio
Department of State

H065-1788

Bob Taft
Secretary of State

Date 3/06/91

Number 790671

Receipt No. 64082

H065-1788 0184

Received of SHUMAKER, LOOP & KENDRICK
or filed by _____

The sum of \$ 25.00 for filing ARN _____ of
CARRINGTON WOODS HOMEOWNERS' ASSOCIATION

Returned to: 64082

SHUMAKER, LOOP & KENDRICK
ATT: D.M. KOKOCINSKI
1000 JACKSON
TOLEDO, OH 43624-1573

ARN \$ 25.00

RECEIPT

Name: CARRINGTON WOODS HOMEOWNERS' ASSOCIATION
SEC 8001 (Rev. 12/90)

Total Fee: \$ 25.00

H065-1788



The State of Ohio

Bob Taft
Secretary of State

77671

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:

CARRINGTON WOODS HOMEOWNERS' ASSOCIATION

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



Recorded on Roll H065 at Frame 1790 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 15TH day of FEB,
A.D. 1951.

Bob Taft
Bob Taft
Secretary of State

L.C.C. - 1788

ARTICLES OF INCORPORATION

OF

CARRINGTON WOODS HOMEOWNERS' ASSOCIATION

The undersigned, desiring to form a non-profit corporation pursuant to the provisions of Chapter 1702, Ohio Revised Code, does hereby certify as follows:

FIRST: The name of the Corporation shall be Carrington Woods Homeowners' Association (the "Association").

SECOND: The place in Ohio where the principal office of the Association is to be located is Perrysburg Township, Wood County, Ohio.

THIRD: The purpose or purposes for which the Association is formed are:

1. To exercise the rights and undertake the responsibilities granted to the Association under the Declaration of Restrictions (the "Declaration") dated June 16, 1988 and recorded June 17, 1988 in Volume 630 of Deeds, page 111, Wood County, Ohio Records and relating to Carrington Woods ("Carrington Woods"), a Subdivision in Perrysburg Township, Wood County, Ohio as per plat thereof recorded in Volume 21 of Plats, page 391, Wood County, Ohio Records.
2. To receive and accept the assignment and transfer to it from Pinnacle Development Company (the "Developer") of any and all rights, privileges, and powers relating to Carrington Woods granted to and/or reserved by the Developer under the Declaration.
3. To exercise the rights granted to the Association under Article III of the Declaration and collect and dispose of funds as provided in Article IV of the Declaration.
4. To promote and seek to maintain the attractiveness, value and residential character of lots in Carrington Woods through enforcement of the terms, conditions, provisions and restrictions set forth in the

APPROVED

By M.H.P.Date 2-15-97Amount \$25

H065-1791

Declaration, in any regulations which the Association may promulgate pursuant hereto.

5. To promote and see to maintain high standards of community and neighborhood fellowship, and to provide a vehicle for voluntary social and neighborhood activities in Carrington Woods.
6. To represent the owners of lots in Carrington Woods before governmental agencies, offices and employees, and to generally promote the common interests of Carrington Woods lot owners.
7. To enforce all provisions of the Declaration, and to take such other actions as may be reasonably necessary to carry out the powers and rights of the Association as set forth in the Declaration.
8. To do all things authorized to be done by it under the Revised Code of Ohio.

FOURTH: Except as otherwise required by law, these Articles, or the Code of Regulations, the affairs of the Association shall be managed by a Board of Trustees. The following individuals shall serve as the initial trustees of the Association until the first annual meeting of Members or other meeting called to elect trustees:

<u>Name of Trustees</u>	<u>Addresses of Trustees</u>
Rick Bailin	26445 Stirling Court Perrysburg, Ohio 43551
Gayle Channell	25976 Edinborough Circle Perrysburg, Ohio 43551
Linda Hansell	25794 Edinborough Circle Perrysburg, Ohio 43551
Larry Steele	26065 Edinborough Circle Perrysburg, Ohio 43551
Morris G. Weaver	14954 Stonehaven Perrysburg, Ohio 43551

FIFTH: The Members of the Association shall be the owners, from time to time, of all of the lots subject to the Declaration.

H065-1702

SIXTH: Each Member of the Association other than Developer, its successors and assigns, shall be entitled to one vote in the Association for each lot which he shall own. When more than one person holds an ownership interest in any lot, all persons holding such ownership shall be members of the Association and in such event the vote for such lot shall be exercised as the owners among themselves determine, but in no event shall more than one vote be cast with respect to any lot. Where a lot has been split between two or more owners, the vote for that lot shall be split in the same manner as are the assessments for that lot under Article IV, Section 1 of the Declaration. Where a vote is cast by one or two or more owners of any lot, the Association shall not be obligated to look to the authority of the Member casting the vote. So long as Developer shall hold title to any lot in Carrington Woods, Developer shall be entitled to 10 votes for each lot owned by it. At any meeting of Members at which a quorum is present, unless a larger majority is required under the Articles of Incorporation or this Code of Regulations, all questions coming before the Members for decision shall be decided by the vote of a majority of the voting rights of the Members present at the meeting.

SEVENTH: The Association is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings (should any occur) or assets of the Association shall be distributed, upon dissolution or otherwise, to any member, trustee or officer of the Association, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

EIGHTH: The Association may enter into contracts with any person, including any trustee or officer of the Association, for the performance of any of the powers, duties or functions of the Association.

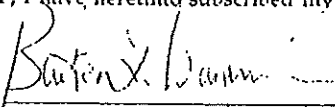
NINTH: Amendment of these Articles prior to January 1, 2000 shall require the assent of Members having not less than two-thirds (2/3) of the total voting power of all Members of the Association. Amendment of these Articles on or after January 1, 2000 shall require the assent of Members having not less than a majority of the total voting power of all Members of the Association.

TENTH: Each person who at any time is or shall have been a trustee, officer, employee or agent of the Association or is or shall have been serving at the request of the Association as a director, trustee, officer, employee, member or agent of another corporation, partnership, joint venture, trust or other enterprise, and his or her heirs, executors, administrators and personal representatives, shall be indemnified and held harmless by the Association in accordance with and to the full extent permitted by the Ohio Non-Profit Corporation Act (Ohio Revised Code Chapter 1702) as in effect at the time of the adoption of these Articles or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of other rights

L.065-1793

to which any such trustee, officer, employee, agent or other person may be entitled in any capacity as a matter of law or under any regulation, agreement, vote of members or trustees, or otherwise. If authorized by the board of trustees, the Association may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of these Articles or as changed from time to time.

IN WITNESS WHEREOF, I have hereunto subscribed my name
this 12th day of February, 1991.


Barton L. Wagenman, Incorporator