Name: THE HARBOUR HOMEOWNERS ASSOCIATION, INC.

25.00

Total Fee: \$



Department of State

The State of Ohio

Sherrod BrownSecretary of State

636345

& 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:

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



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 _____ 18TH day of __JUNE,

Sherrod Brown Secretary of State

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ARTICLES OF INCORPORATION

THE HARBOUR HOMEOWNERS ASSOCIATION, INC.

The undersigned, desiring to form a non-profit corporation (hereinafter referred to as "Association") under Sections 1702.01 et. seq., of the Revised Code of Ohio, does hereby certify:

FIRST: Name. The name of the Association shall be THE HARBOUR HOMEOWNERS ASSOCIATION, INC.

SECOND: Principal Office. The place in this State where the principal office of the Association is to be located is Sandusky, Eric County.

Purposes. The purposes for which the Association is formed THIRD:

shall be:

- (a) To carry out the functions and responsibilities, and exercise the authority of the Association referred to in the Declaration of Restrictions and Covenants of Record filed or to be filed for each phase of development with the Recorder of Eric County for the development in Sandusky, which Declaration shall be incorporated by reference in the deeds from the Developer conveying any Lot or Living Unit in the development.
- (b) To maintain and administer the Common Properties in the Development and administer and enforce the Declaration of Restrictions and Covenants of Record, and collect and disburse the assessments provided for in such Declaration of Restrictions and Covenants of Record.
- To own, improve, construct, operate, and maintain recreation areas, common open space park areas, ingress-egress areas, and buildings, structures, landscaping and personal property incident thereto, in or near the Development, for the common use and enjoyment of owners of the Lots or Living Units within the Development.
- (d) To purchase, or otherwise acquire, lease as lessee, invest in, hold, use, lease as lessor, encumber, sell, exchange, transfer, and dispose of property of any description or any interest therein, by authority and action of its Board of Trustees.
- (e) To borrow money, and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, by authority and action of its Board of Trustees.
- (f) Insofar as permitted by law, to do any other thing that will promote the health, safety and welfare of the residents of the Develop-

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ment generally, and their use and enjoyment of the Common Properties

FOURTH: Powers. In carrying out its purposes, the Association may exercise all of the authority of a non-profit corporation as described in Chapter 1702 of the Ohio Revised Code.

FIFTH: Members.

- (a) Membership. Every person or entity who is a record owner of a fee or undivided fee simple interest or beneficial (equitable) interest in any Lot or Living Unit subject to the Declaration of Restrictions and Covenants of Record of the Development shall be required and shall automatically be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the payment of money of performance of an obligation shall not be a Member. When more than one person holds such interest or interests in any Lot or Living Unit, all such persons shall be Members, but for quorum, voting, consenting and all other rights of Members, such persons shall collectively be counted as a single Member, and entitled to one vote for each such Lot or Living Unit; which vote for such Lot of Living Unit shall be exercised as they among themselves determine; each such Member shall be jointly and severally liable for the payment of the assessments provided with respect to such Lot or Living Unit.
- Voting Rights. The Association shall have two classes of membership interests:
 - Class A. Class A Members shall be all those Owners as defined in (a) above, with the exception of the Developer. Class A Members shall be entitled to one vote in person or by proxy for each Lot or Living Unit in which they hold the interests required for membership.
 - Class B. Class B Members shall be the Developer. The Class B Member shall be entitled to four votes in person or by proxy for each Lot in which it holds the interest required for membership by (a) above and for every Living Unit in any Single Family Attached Dwelling owned by it until such Living Unit is first sold, provided that the Class B membership shall cease and become converted to Class A membership on the happening of any of the following events, whichever occurs earlier:
 - when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, determined on the basis of the total intended units for the entire project; or
 - on January 1,2000. (b)

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot or Living Unit in which it holds the interests required for membership.

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(c) $\underline{\text{Proxy}}$. Members may vote by proxy at any annual or special meeting of the Members.

(d) <u>Voting by Mail</u>. Voting at elections and votes on other matters (except amendment of these Articles of Incorporation, the By-Laws, or the Declaration of Restrictions and Covenants of Record) may be conducted by mail.

SIXTH: Amendment. These Articles of Incorporation and the By-Laws may be amended in accordance with the Non-Profit Corporation Law of Ohio by the affirmative vote of Members entitled to exercise eighty percent (80%) of the total voting power, of all classes combined, of the Association at an annual or special meeting, provided that written notice of such meeting shall be given by personal delivery or by mail to all Members at least ten (10) days and not more than thirty (30) days before the date of the meeting and such notice shall include a statement of the reason for the meeting. No amendment shall conflict with the provisions of the Declaration of Restrictions and Covenants of Record.

SEVENTH: Initial Trustees. The names and post office addresses of the Trustees of the Association who are to serve until the first annual meeting of Members are as follows:

Name

Jackson B. Wolff

Jackson B. Wolff

Z001 Cleveland Road Sandusky, Ohio 44870

2001 Cleveland Road Sandusky, Ohio 44870

Michael Newman

Z001 Cleveland Road Sandusky, Ohio 44870

The number of Trustees shall not be less than three (3) nor more than five (5) as provided in the By-Laws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Ohio, the undersigned, as sole incorporator of this Association, has executed these Articles of Incorporation this // day of

june , 1987.

MAM J. OCKINGTON

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ORIGINAL APPOINTMENT OF AGENT

Ohio NonProfit Corporation Section 1702.06 Revised Code

The undersigned, being the sole incorporator of THE HARBOUR HOMEOWNERS ASSOCIATION, INC., hereby appoints Stephen C. Lochner (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 statuto to be served upon the corporation may be served. His complete address is:

, 2001 Cleveland Road Sandusky, Erie County, Ohio 44870

THE HARBOUR HOMEOWNERS ASSOCIATION, INC.

WILLIAM J. OCKINGTON

THE HARBOUR HOMEOWNERS ASSOCIATION, INC.

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

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CSANK & CSANK CO., L.P.A.

ATTORNEYS AT LAW
SUITE 1700
55 PUBLIC SQUARE
CLEVELAND, OHIO 44113
(216) 589-5600

IN PALM BEACH, FLORIDA
CSANK, CSANK & WEINER
A PARTNERSHIP ASSOCIATED WITH
A LEGAL PROFESSIONAL ASSOCIATION
3IO ROYAL POINCIANA PLAZA
PALM BEACH, FLORIDA 33480
(305) 832-4040

June 15, 1984

Secretary of State 30 East Broad Street Corporations - 14th Floor Columbus, Ohio 43215

Gentlemen:

Enclosed herewith for purposes of filing are the Articles of Incorporation of The Harbour Homeowners Association, Inc., a non-profit corporation. Also enclosed is our check for \$25.00 for the filing fee.

Please have the Articles of Incorporation returned to me as soon as possible.

Very truly yours,

William J. Ockington

WJO/law Enc.