

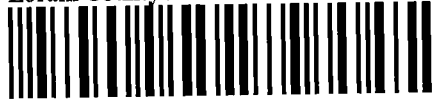
2023-0930144

DECLARATION Fee: \$198.00 Page 1 of 22

Recorded: 9/22/2023 at 09:02 AM

Receipt: T20230009010

Lorain County Recorder Mike Doran



AMENDMENTS TO THE
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND RESERVATIONS AND EASEMENTS
FOR
HAMPTON PLACE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

PLEASE CROSS MARGINAL REFERENCE WITH THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND RESERVATIONS AND EASEMENTS FOR HAMPTON PLACE SUBDIVISION HOMEOWNERS ASSOCIATION, INC. RECORDED AT INSTRUMENT NO. 2008-0252058 OF THE LORAIN COUNTY RECORDS ON MAY 6, 2008.

**AMENDMENTS TO THE
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND RESERVATIONS AND EASEMENTS FOR
HAMPTON PLACE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

RECITALS

- A. The Declaration of Covenants, Conditions, Restrictions and Reservations and Easements for Hampton Place Subdivision Homeowners Association, Inc. (the "Declaration") and the Bylaws for Hampton Place Home Owners Association, Inc (the "Bylaws"), attached to and made part of the Declaration, were recorded at Lorain County Records, Instrument No. 2008-0252058.
- B. The Hampton Place Home Owners Association, Inc (the "Association") is a corporation consisting of all Owners in Hampton Place and as such is the representative of all Owners.
- C. Declaration Article XIV, Section 14.2.1 authorizes amendments to the Declaration and Bylaws Article VII, Section 8 authorizes amendments to the Bylaws.
- D. Owners representing at least 75 percent of the Association's current voting power have executed instruments in writing setting forth specifically the matters to be modified in the Declaration and Owners representing at least a majority of the Association's current voting power have executed instruments in writing setting forth specifically the matters to be modified in the Bylaws (the "Amendments").
- E. As of August 26, 2023, Owners representing 75.38 percent of the Association's voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of Amendment A and authorizing the Association's officers to execute Amendment A on their behalf.
- F. As of August 26, 2023, Owners representing 75.70 percent of the Association's voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of Amendment D and authorizing the Association's officers to execute Amendment D on their behalf.
- G. As of August 26, 2023, Owners representing 69.16 percent of the Association's voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of Amendment G and authorizing the Association's officers to execute Amendment G on their behalf.

H. As of August 26, 2023, Owners representing 64.80 percent of the Association's voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of Amendment H and authorizing the Association's officers to execute Amendment H on their behalf.

I. Attached as Exhibit A is a certification of the Association's President stating that proper notices were sent and that the requisite vote was obtained for the Amendments.

J. The Association has complied with the proceedings necessary to amend the Declaration and Bylaws, as required by Chapter 5312 of the Ohio Revised Code and the Declaration and Bylaws, in all material respects.

AMENDMENTS

The Declaration of Covenants, Conditions, Restrictions and Reservations and Easements for Hampton Place Subdivision Homeowners Association, Inc. is amended by the following:

AMENDMENT A

INSERT a new DECLARATION ARTICLE IX, SECTION 9.1.12 entitled, "Occupancy Restriction." Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

9.1.12. **Occupancy Restriction.** A person who is classified as a sex offender/child-victim offender and for whom the County sheriff or other government entity must provide community notice of the sex offender's residential address, is prohibited from residing in or occupying a Lot, including the Dwelling Unit on the Lot, and from remaining in or on the Property for any length of time. The classification of a sex offender/child-victim offender and the determination of whether notice is required is made by a court of law in accordance with the Ohio Sex Offenders Act, or similar statute from another jurisdiction as either may be amended or renamed from time to time. The Association is not liable to any Owner, Occupant, or visitor of any Owner, or of the Association, as a result of the Association's alleged failure, whether negligent, intentional, or otherwise, to enforce any provision of this Occupancy Restriction.

Any conflict between this provision and any other provisions of the Declaration and Bylaws will be interpreted in favor of this restriction on the occupancy of Lots. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

AMENDMENT B

Intentionally Left Blank – Amendment Proposal Failed

AMENDMENT C

*Intentionally Left Blank –
Amendment Proposal Did Not Pass at Time of Recording*

AMENDMENT D

MODIFY the FIRST SENTENCE of DECLARATION ARTICLE VI, SECTION 6.6. Said modification to the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is (new language is underlined):

A vote allocated to a Lot may be cast pursuant to a proxy duly executed by an Owner in accordance with the voting requirements for proxies as set forth in the Bylaws.

DELETE DECLARATION ARTICLE XVI, SECTION 16.2 entitled, “Notices,” in its entirety. Said deletion taken from the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058.

INSERT a new DECLARATION ARTICLE XVI, SECTION 16.2 entitled, “Notices and Other Actions and Communications.” Said new addition to the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

16.2. Notices and Other Actions and Communications. For all notices to be sent to the Association, the Board, or the Owners, the following provisions apply:

16.1.1 Service of Notices on the Association and Board. All notices required or permitted by the Declaration or Bylaws, to the Association or the Board, must be made in writing and sent either:

16.1.1.1 by regular U.S. mail, first-class postage prepaid, or

16.1.1.2 delivered in accordance with Section 16.1.3 below, to the Board President, to any two other Directors, to the Association at the address of the Property, to the Association's manager or management company, if any, the Association's statutory agent registered with the Ohio Secretary of State, or to any other address as the Board may designate by written notice to all Owners.

16.1.2 Service of Notices on Owners. All notices required or permitted by the Declaration or Bylaws to any Owner will be in writing and is deemed effectively given if it has been sent by one of the following methods:

16.1.2.1 personally delivered to the Owner;

16.1.2.2 placed under or attached to the front or main entry door of the Owner's Dwelling Unit,

16.1.2.3 sent by regular U.S. mail, first-class postage prepaid, to the Owner's Lot address or to another address the Owner designates in writing to the Board, or

16.1.2.4 delivered in accordance with Section 16.1.3 below.

If there is more than one person owning a single Lot, a notice given to any one of those several persons is deemed to have been given personally to all of the persons owning an interest in the Lot.

16.1.3 New Communication Technologies.

16.1.3.1 Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted or approved by the Board, as well as by Ohio and federal law, now or in the future, in addition to the methods described in Sections (16.1.1.) and (16.1.2.) above, the following may be accomplished using electronic mail or other transmission technology available at that time that is a generally accepted business practice:

16.1.3.1.1 any notice required in the Declaration or Bylaws to be sent or received,

16.1.3.1.2 any signature, vote, consent, or approval required to be obtained, and

16.1.3.1.3 any payment required to be made by the Declaration or Bylaws.

16.1.3.2 The use of electronic mail or other transmission technology is subject to the following:

16.1.3.2.1 The Association may use electronic mail or other transmission technology to send any required notice only to Owners, individually or collectively, who have given the Association written consent to the use of electronic mail or

other transmission technology. Any Owner who has not given the Association written consent to use of electronic mail or other transmission technology will receive notices, including any notice of delinquency of any payment due, by either of the methods identified in Section 16.1.2.1.-16.1.2.3., above.

16.1.3.2.2 For voting on matters, the Association may provide for voting by electronic mail or other electronic voting technology. However, voting for the election of Directors can be conducted by electronic mail or other electronic voting technology only to the extent, if any, as explicitly permitted and provided for in the Bylaws.

16.1.3.2.3 An electronic mail or transmission technology to a Owner is not considered delivered and effective if the Association's transmission to the Owner fails two consecutive times, e.g. the Association receives an "undeliverable" or similar message, or the inability to deliver the transmission to the Owner becomes known to the person responsible for sending the transmission. If the electronic mail or transmission is not delivered or effective, the Association will deliver the

notice or other communication to the Owner by either of the methods identified in Section 16.1.2.1.-16.1.2.3., above.

DELETE BYLAWS ARTICLE II, SECTION 4 entitled, "Notice of Meetings," in its entirety. Said deletion taken from the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058.

INSERT a new BYLAWS ARTICLE II, SECTION 4 entitled, "Notice of Meetings." Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

SECTION 4. Notice of Meetings. Written notice of each meeting of the Members will be given by, or at the direction of, the secretary or person authorized to call the meeting, delivered in accordance with the methods of delivery permitted in accordance with the Declaration and these Bylaws 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.

If the meeting is held via Authorized Communications Equipment as defined in Bylaws Article VII, Section 6, the meeting notice must include any pertinent information that is necessary to allow the Member to participate at the meeting via the Authorized Communications Equipment.

DELETE BYLAWS ARTICLE II, SECTION 8 entitled, "Proxies," in its entirety. Said deletion taken from the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058.

INSERT a new BYLAWS ARTICLE II, SECTION 8 entitled, "Voting Methods." Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

SECTION 8. Voting Methods. Depending on the conduct of the meeting, as determined by the Board in accordance with Bylaws Article II, Section 11, as amended, 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. 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. "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, as amended. 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, the Board may decide that voting will be conducted either in person or by proxy, as provided for in this Bylaws Article II, Section 8(a) above, by mail or Electronic Voting Technology as provided for in this Bylaws Article II, Section 8(b) above, or any combination of all voting methods permitted in this Section 8.

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.

MODIFY BYLAWS ARTICLE II, SECTION 10 entitled, "Quorum." Said modification to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is (deleted language is crossed-out; new language is underlined):

SECTION 10. Quorum. Except as otherwise provided in these ~~Code of Regulations~~ Bylaws or in the Declaration, those Members present in person or by proxy at a physical meeting 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, shall constitutes a quorum at all meetings of the Association. Any provision in the Declaration concerning quorums is specifically incorporated herein. 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 eligible to vote and to maintain a record of any vote.

INSERT TWO new PARAGRAPHS to the end of **BYLAWS ARTICLE II, SECTION 11.** Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

Prior to the meeting notice being sent to the Members in accordance with Bylaws Article III, Section 3 and Section 4, as amended, the Board will determine whether the meeting will be conducted physically so that the Members may attend in person, if the meeting will be conducted by the use of Authorized Communications Equipment, or a combination of both methods.

If Authorized Communications Equipment is employed, the attendees must have the ability to communicate with the other

participants to indicate their motion, vote, or statement, provided that the chair or moderator moderating the meeting may silence or mute the Authorized Communications Equipment 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 must document in the Board's meeting minutes the reason or purpose for conducting the meeting using Authorized Communications Equipment when meetings are not conducted in person.

MODIFY BYLAWS ARTICLE II, SECTION 12 entitled, "Action Without A Meeting." Said modification to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is (deleted language is crossed-out; new language is underlined):

SECTION 12. Action Without A Meeting. Any action which may be authorized or taken at a meeting of the Members, except the election or removal of Board members which must be taken at an Association meeting, may be authorized or taken without a meeting in accordance with the voting methods in Bylaws Article II, Section 8, as amended with the affirmative vote or approval, and in writing or writings signed by not less than a majority of the Members. Any such writing shall All voting records will be entered into the minute book of filed with the Association.

DELETE BYLAWS ARTICLE III, SECTION 3 entitled, "Nomination of Directors," in its entirety. Said deletion taken from the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058.

INSERT a new BYLAWS ARTICLE III, SECTION 3 entitled, "Nomination of Directors." Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

SECTION 3. Nomination of Directors. 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; there will be no nominations from the floor. 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 2, as amended. Any Member may submit their name to the nominating committee, or Board, as a candidate, and the nominating committee, or Board, must nominate that Member if that Member satisfies all the qualifications to be a Director. If there are fewer nominees than vacancies, the nominating committee, or Board, 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 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, Section 3 and Section 4, as amended, 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.

MODIFY the LAST SENTENCE of BYLAWS ARTICLE III, SECTION 4. Said modification to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is (deleted language is crossed-out; new language is underlined):

Unless there are no more nominees than vacancies, Election to the Board by the Members shall will be 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 8, as amended, and at such elections, the Members or their proxies may cast,

in respect to each vacancy, such voting power as they are entitled to exercise under the provisions of the Declaration.

INSERT the FOLLOWING new PARAGRAPHS at the end of BYLAWS ARTICLE III, SECTION 4. Said new additions to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

The Association is not required to distribute ballots to the Members via any method if there are an equal number of nominations as there are candidates, in 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 Member's 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.

Unless the nominated candidates who 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 a nominating committee is not appointed, 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 the Board will ensure the election results are provided to all Members within a reasonable time after the meeting.

DELETE BYLAWS ARTICLE VII, SECTION 5 entitled, "Notices," in its entirety. Said deletion taken from the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058.

INSERT a new BYLAWS ARTICLE VII, SECTION 5 entitled, "Notices and Other Actions and Communications." Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

SECTION 5. Notices and Other Actions and Communications. All notices required or permitted under the Declaration or Bylaws, to the Association, the Board, or Members must be delivered in accordance with Declaration Article XVI, Section 16.2, as amended.

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment allowing the Association to use electronic communications to the extent permitted by Ohio and Federal law, establishing a method to use mail-in and electronic ballots for voting purposes, and permitting meetings to be conducted utilizing Authorized Communications Equipment. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

AMENDMENT E

*Intentionally Left Blank –
Amendment Proposal Did Not Pass at Time of Recording*

AMENDMENT F

*Intentionally Left Blank –
Amendment Proposal Did Not Pass at Time of Recording*

AMENDMENT G

DELETE BYLAWS ARTICLE III, SECTION 2 entitled, “Number and Qualifications of Directors,” in its entirety. Said deletion taken from the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058.

INSERT a new BYLAWS ARTICLE III, SECTION 2 entitled, “Number and Qualifications of Directors.” Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

SECTION 2. Number and Qualifications. The Board of Directors will consist of up to seven persons. Each Director must be an Owner or the spouse of an Owner. If an Owner is not an individual, the Owner may nominate any principal, member of a limited liability company, partner, director, officer, or employee of that Owner to serve on the Board of Directors. In addition, a trustee or a qualified beneficiary of a trust which owns the Lot is also eligible to serve as a Director. The majority of the Board may not consist of the Owners or representatives from the same Lot unless authorized by a resolution adopted by the Board prior to the majority being comprised of Owners or representatives from the same Lot.

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 20 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 this amendment is recorded with the Lorain County Recorder has 30 days to become in good standing, otherwise they may be removed by a majority vote of the remaining Directors.

DELETE BYLAWS ARTICLE III, SECTION 5 entitled, "Term of Office; Resignations," in its entirety. Said deletion taken from the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058.

INSERT a new BYLAWS ARTICLE III, SECTION 5 entitled, "Term of Office; Resignations." Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

SECTION 5. Term of Office; Resignations. Each Director will hold office until the expiration of their designated term and until their successor is elected, or until their earlier resignation, removal from office, or death. All Directors will be elected for a two-year term and a staggered rotation for elections will be maintained at all times so that at least one person is elected each year to the Board. Prior to the election of Directors, a vote of the ownership may be taken by a written ballot to determine if the number of Directors that will serve on the Board should be increased, decreased, or remain the same. Any ballots returned to the Board for this vote will be totaled in accordance with the rules established by the Board for this process and the results of the vote will be announced to the Members prior to the Members receiving ballots for the election.

Any Director may resign at any time by statement to that effect made in a writing delivered to the Association, the secretary, or the president, with the resignation taking effect immediately or at another time as the resigning Director may specify.

MODIFY BYLAWS ARTICLE III, SECTION 7 entitled, "Removal of Directors." Said modification to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is (deleted language is crossed-out; new language is underlined):

SECTION 7. Removal of Directors. Except for those appointed by the Declarant, at any regular or special meeting of the Association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by a majority vote of the Members, and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed shall must be given at least ten (10) days notice of the calling of the meeting and the purposes thereof and shall be given an opportunity to be heard at the meeting. Additionally, any Director who: (a) by order of court, has been found to be of unsound mind, (b) files for bankruptcy or has been adjudicated bankrupt, (c) 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) is physically incapacitated in a manner that prohibits the Director for voting or participating in Board meetings, (e) fails to attend has three (3) unexcused absences from consecutive Board meetings, or (f) who is no longer a Member in good standing as defined in Bylaws Article III, Section 2, as amended delinquent in payment of an Assessment for more than twenty (20) days may be removed by a majority vote of the Directors at a meeting, a quorum being present.

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment increasing the number of Directors and modifying the qualifications, term, and removal of Directors. The invalidity of any part of the above provision will not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

AMENDMENT H

INSERT a new BYLAWS ARTICLE VIII entitled, "INDEMNIFICATION." Said new addition to the Bylaws, attached to and made part of the Declaration, as recorded at Lorain County Records, Instrument No. 2008-0252058, is:

ARTICLE VIII

INDEMNIFICATION

SECTION 1. Indemnification of Directors, Officers, and Committee Members. The Association must indemnify and defend (as provided below): (1) any current or former Association Director, (2) any current or former Association officer, (3) any current or former Association committee member, or (4) any of I Director's, officer's, or committee member's 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 them in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, derivative or third party, to which they are or may be made a party by reason of being or having been a Director, officer, or committee member provided it is determined, in the manner set forth below, that (i) the Director, officer, or committee member was not and is not adjudicated to have been grossly negligent or guilty of misconduct in the performance of their duty(ies) to the Association; (ii) the Director, officer, or committee member acted in good faith in what they reasonably believed to be in, or not opposed to, the Association's best interest; (iii) in any criminal action, suit, or proceeding, the Director, officer, or committee member had no reasonable cause to believe that their conduct was unlawful and is not convicted of theft or other theft-related crime including but not limited to larceny, forgery, false pretenses, fraud, embezzlement, conversion, or any conspiracy related to any theft-related crime; and (iv) in case of settlement, the amount paid in the settlement was reasonable.

The above determination required will be made by written opinion of independent legal counsel whom the Board will choose. Notwithstanding the opinion of independent legal counsel, to the extent

that a Director, officer, or committee member is successful in defense of any action, suit, or proceeding, or in the defense of any claim, issue, or matter, as the Board so verifies, they must, in that event, be indemnified and reimbursed for any costs and expenses, including legal fees, incurred in the defense. Any defense the Association provides will be by legal counsel the Association's insurance carrier selects or, if not selected by the Association's insurance carrier, a majority of the Directors excluding the accused or threatened Director(s). If a majority of the Directors cannot agree on legal counsel or if all the Directors are accused or threatened in any action, the Board will appoint a special committee of three Owners to select legal counsel to defend the Directors.

SECTION 2. Advance of Expenses. The Association may advance funds to cover expenses, including attorneys' fees, with respect to any pending or threatened action, suit, or proceeding prior to the final disposition upon receipt of a request to repay the amounts.

SECTION 3. Indemnification Not Exclusive; Insurance. The indemnification provided for in this Article is not exclusive but is in addition to any other rights to which any person may be entitled under the Articles of Incorporation, the Declaration, these Bylaws, or rules and regulations of the Association, any agreement, any insurance provided by the Association, the provisions of Ohio Revised Code Section 1702.12(E) and its successor statutes, or otherwise. The Association must purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against them or incurred by them in the capacity or arising out of their status as a Director, officer, or committee member.

SECTION 4. Directors, Officers, and Committee Members Liability. The Association's Directors, officers, and committee members are not personally liable to the Owners for any mistake of judgment, negligence, or otherwise, except for their own willful misconduct or bad faith. The Association's and Owners' indemnification includes, but is not limited to, all contractual liabilities to third parties arising out of contracts made on the Association's behalf, except with respect to any contracts made in bad faith or contrary to the provisions of the Declaration or these Bylaws. Every contract or agreement approved by

the Board and made by any Director, officer, or committee member is made only in the Director's, officer's, or committee member's capacity as a representative of the Association and has no personal liability under the contract or agreement (except as an Association Member).

SECTION 5. Cost of Indemnification. Any sum paid or advanced by the Association under this Article constitutes a Common Expense. The Board has the power and the responsibility to raise, by special Assessment or otherwise, any sums required to discharge the Association's obligations under this Article; provided, however, that the liability of any Owners arising out of the contract made by any Director, officer or committee member, or out of the aforesaid indemnity in favor of the Director, officer, or committee member is limited to the proportion of the total liability as the Owner's pro rata share bears to the total percentage interest of all the Owners as Association Members.

Any conflict between this provision and any other provisions of the Declaration and Bylaws are to be interpreted in favor of this amendment for the indemnification of the Association's Directors, officers, and committee members. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

SIGNATURE PAGE TO FOLLOW

The Hampton Place Home Owners Association, Inc has caused the execution of this instrument this 5th day of September, 2023.

HAMPTON PLACE HOME OWNERS ASSOCIATION, INC

By: _____

JACOB A. STOUT, President

By: _____

KARINA VARGAS, Secretary

STATE OF OHIO)

COUNTY OF Cuyahoga)

SS

BEFORE ME, a Notary Public, in and for the County, personally appeared the above-named Hampton Place Home Owners Association, Inc, by its President and its Secretary, who acknowledged that they did sign the foregoing instrument and that the same is the free act and deed of the corporation and the free act and deed of each of them personally and as such officers.

I have set my hand and official seal this 5th day of September, 2023.

Raisa Minaya
NOTARY PUBLIC

This instrument prepared by:
KAMAN & CUSIMANO, LLC
Attorneys at Law
2000 Terminal Tower
50 Public Square
Cleveland, Ohio 44113
(216) 696-0650
ohiocondolaw.com

Place notary stamp/seal here:

RAISA MINAYA
Notary Public, State of Ohio
Commission No. 2018-RE-743674
My Commission Expires 9/13/2023

SEAL

EXHIBIT A

CERTIFICATION OF PRESIDENT

JACOB A. STOUT, being the duly elected and acting President of the Hampton Place Home Owners Association, Inc., certifies that proper notices were sent and that the requisite vote was obtained for the Amendments.


 JACOB A. STOUT, President

STATE OF OHIO)

COUNTY OF Cuyahoga)

SS

BEFORE ME, a Notary Public in and for said County, personally appeared the above named **JACOB A. STOUT** who acknowledged that he did sign the foregoing instrument and that the same is his free act and deed.

I have set my hand and official seal this 5th day of September, 2023.


 NOTARY PUBLIC

Place notary stamp/seal here:

RAISA MINAYA
 Notary Public, State of Ohio
 Commission No. 2018-RE-743674
 My Commission Expires 9/13/2023

SEAL