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Daphne Hawk
Franklin County Recorder

**CODE OF REGULATIONS (BYLAWS)
OF
CLAYBROOKE CROSSING HOMEOWNERS ASSOCIATION, INC.**

**(FILED AND RECORDED PURSUANT TO THE PROVISIONS OF
CHAPTER 5312 OF THE OHIO REVISED CODE)**

BACKGROUND

A. Claybrooke Crossing is a residential subdivision located in the State of Ohio, County of Franklin and City of Grove City and consists of property shown, delineated, described and identified as being part of Claybrooke Crossing on the recorded plats of record in Plat Book 102, Pages 88-91 (Instrument No. 200309240304825), Plat Book 103, Pages 88-89-90 (Instrument No. 200402040025322), Plat Book 105, Pages 54-56 (Instrument No. 200411080256667), Plat Book 103, Pages 91-92 (Instrument No. 200402040025359) and Plat Book 112, Pages 35-36 (Instrument No. 200806250097373), inclusive, records of the office of the Recorder of Franklin County, Ohio, and such other property that has been or is made subject to the Restrictions described herein.

B. A plan of covenants, easements, conditions and restrictions for Claybrooke Crossing, was created by the filing and recording of various quitclaim deeds (the "Restrictions"), including, but not limited to, the quitclaim deed of record as Instrument No. 200403260066147, records of the office of the Recorder of Franklin County, Ohio, as the same has been amended and supplemented to date.

C. Pursuant to the provisions of the Restrictions and the filing, on or about February 14, 2005, of articles of incorporation with the Ohio Secretary of State, Claybrooke Crossing Homeowners Association, Inc. (the "Association"), an Ohio corporation not-for-profit, was duly created and organized for the purposes of, among other things, owning and/or maintaining property or facilities of the Association in Claybrooke Crossing for the benefit of the owners of lots in Claybrooke Crossing and for administering and enforcing the terms and conditions of the Restrictions. Each owner of a lot that was or is subjected to the Restrictions is a mandatory member of the Association and the owners support property or facilities of the Association through membership and the payment of fees and assessments.

D. Pursuant to the provisions of Chapter 1702 of the Ohio Revised Code, the Association duly adopted a Code of Regulations of Claybrooke Crossing Homeowners Association, Inc. (the "Code of Regulations"), a copy of which is attached hereto, marked "Exhibit A" and hereby made a part hereof.

E. On September 10, 2010, Chapter 5312 of the Ohio Revised Code (the "Planned Community Act") became effective.

F. Pursuant to the provisions of Section 5312.02(D)(1) of the Planned Community Act, the board of directors of the owners association of any planned community that was in existence on September 10, 2010, the original effective date of the Planned Community Act (the "Effective Date"), shall file and record the bylaws of that planned community that were in effect on the Effective Date in the office of the recorder of the county or counties in which the planned community is located within one hundred eighty (180) days after that Effective Date.

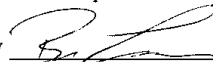
G. The Association's Board of Directors (the "Board") has acknowledged that Claybrooke Crossing is a "planned community," that the Association is an "owners association" and that the attached Code of Regulations are the "bylaws" of the Association that were in effect on the Effective Date, as each those terms have been defined and are to be understood pursuant to the provisions of Section 5312.02(D)(1) of the Planned Community Act.

CERTIFICATION

NOW THEREFORE, the Board hereby certifies that the Association's Code of Regulations, attached hereto as Exhibit A, and made a part hereof by this reference, constitutes and also serves as the duly adopted "bylaws" of the Association, as that term has been defined and is to be understood pursuant to the provisions of Section 5312.02(D)(1) of the Planned Community Act; that the Code of Regulations was in effect on September 10, 2010, the original Effective Date of the Planned Community Act; and that the Code of Regulations is being filed and recorded with the Recorder's Office of Franklin County, Ohio, within one hundred eighty (180) days after said Effective Date in accordance with the provisions of Section 5312.02(D)(1) of the Planned Community Act.

IN TESTIMONY WHEREOF, the Board of Directors of Claybrooke Crossing Homeowners Association, Inc., acting by and through its duly authorized president, signed, acknowledged, and delivered this instrument on or as of the 25th day of February, 2011.

**BOARD OF DIRECTORS OF
CLAYBROOKE CROSSING
HOMEOWNERS ASSOCIATION, INC.,**
an Ohio corporation not-for-profit


By 
Brian Lemity, President

STATE OF OHIO
COUNTY OF FRANKLIN, SS:

The foregoing instrument was executed before me by Brian Lemity, the President of Claybrooke Crossing Homeowners Association, Inc., an Ohio corporation not-for-profit, acting as the duly authorized agent of the corporation who represented that he was duly authorized and empowered to execute the foregoing instrument on behalf of the Board, and who acknowledged that he did sign the foregoing instrument and that the same was his free act and deed and the free act and deed of the Board and the Association, this 25th day of February 2011.



Ryan Amos
Notary Public, State of Ohio
My Commission Expires 04-22-2015


Notary Public

This instrument prepared by Calvin T. Johnson, Jr., Attorney at Law, Loveland & Brosius, LLC, 50 West Broad Street, Suite 3300, Columbus, Ohio 43215-3352.

EXHIBIT A
CODE OF REGULATIONS
OF
CLAYBROOKE CROSSING HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME, LOCATION, AN PURPOSES OF THE ASSOCIATION

Section 1. Name. The name of the corporation is Claybrooke Crossing Homeowners Association, Inc. (the "Association"). The Association is an Ohio nonprofit corporation created pursuant to the provisions of Chapter 1702 of the Ohio Revised Code.

Section 2. Principal Office. The initial principal office of the Association is located at 570 Polaris Parkway, Suite 125, Westerville, Ohio 43082, c/o Centex Homes.

Section 3. Purpose. The purpose for which the Association is formed is, generally, to serve as a "homeowners association" as that term is defined in Section 528 of the United States Internal Revenue Code of 1986, as now in effect and as may be amended from time to time. The Association is not formed for pecuniary gain or profit, direct or indirect, to itself or its members. The Association may hold title to, or easements over, land within the development for common purposes which may include, but not be limited to, the subdivision entry features, improvements, landscape buffers and easements, open spaces, green spaces, reserve areas, bike paths, easements, drainage reserves and the like all as may be set forth on the recorded subdivision plats for Claybrooke Crossing Subdivision ("Claybrooke Crossing" or the "Development"), including but not limited to, the recorded plats of record in Plat Book 102, Pages 88, 89, 90 and 91, Plat Book 103, pages 88, 89 and 90, and Plat Book 103, pages 91 and 92, Franklin County, Ohio Recorder's Office; and to maintain and administer such land and common areas and fix and collect assessments, in accordance with restrictions of record for Claybrooke Crossing, including, but not limited to, the restrictions set forth in the Quitclaim Deed recorded at Instrument No. 200403260066147, Franklin County, Ohio Recorder's Office, all other property at any time added to Claybrooke Crossing, and made subject to any of the foregoing restrictions of this Association, and any and all subsequent deed restrictions applicable to Claybrooke Crossing (collectively, the "Deed Restrictions"); and to administer and enforce such Deed Restrictions.

In carrying out the foregoing purposes, the Association may purchase, lease, exchange, acquire, own, hold, mortgage, pledge, hypothecate, borrow money upon, sell and otherwise deal in and with real and personal property of every kind, character and description whatsoever and all estates and interests therein, and otherwise may exercise all of the powers and privileges and perform all of the duties and obligations of the Association set forth in the Deed Restrictions, and engage in any other lawful act or activity for which corporations may be formed under Chapter 1702 of the Ohio Revised Code. The foregoing purposes shall be accomplished on a non-profit basis, and no part of the net earnings of the Association shall enure to the benefit of any private

person, firm, corporation, association or organization, except that the Association may pay reasonable compensation for services provided to or for the benefit of the Association.

ARTICLE II

MEMBERSHIP AND VOTING

Section 1. Membership. The following persons shall be members of the Association: (a) Centex Homes; and (b) every person or entity who is the record owner of any lot in the Development (collectively, the "Members", individually, a "Member"). The membership of each person or entity shall terminate when the person or entity ceases to own an undivided fee simple interest in a lot, and upon the sale, transfer or other disposition of each undivided fee simple interest in a lot, membership in the Association which is appurtenant to that interest shall automatically be transferred to the new owner(s) of the interest. No Member may otherwise terminate his, her or its membership in the Association or sever that membership interest.

Section 2. Privileges of Membership. Membership shall entitle the holder thereof, or its representative in the event that the Member is not an individual or individuals, to all the privileges of membership, including the rights to vote and to hold office in accordance with the provisions of Section 3 of this Article II.

Section 3. Voting Rights. The record owner of any lot shall have one vote for each lot he, she or it owns. If more than one person or entity owns any single lot, then the owners shall determine, among themselves, who shall be entitled to exercise the single vote for each lot. If the owners of any lot cannot jointly agree as to which of them shall be entitled to exercise the vote attributable to that lot, then the right to vote shall be forfeited until such time as the owners designate which of them shall exercise such vote. Notwithstanding any provision in this Code of Regulations or the Articles of Incorporation of the Association (the "Articles") to the contrary, all voting power of the Association shall be exercised by Centex Homes until the earlier to occur of (a) the date upon which 100% of the lots, with dwelling units constructed thereon, have been sold to bonafide residential purchasers, or (b) Centex Homes voluntarily relinquishing such voting control, in which event the owner of each lot shall have one vote. The date upon which such voting control is relinquished by Centex Homes, either voluntarily or as a result of sale of 100% of lots with dwelling units constructed thereon, shall be the "Turnover Date".

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Place. All meetings of the Association shall be held at such place in Franklin County as may be designated by the Board of Directors.

Section 2. Annual Meetings. The first annual meeting of the Association shall be held within one hundred eighty (180) days after the Turnover Date.

Section 3. Notice. Notice of the annual meeting date and time shall be given to each Member of the Association at the address of the residence of each Member (or to such other address as any Member designates to the Association in writing) by sending such notice by regular first class mail or by hand delivery not more than sixty (60) nor less than (10) days prior to the scheduled annual meeting. Notice of the time, place and purpose or purposes of any meeting of Members may be waived in writing either before or after the holding of the meeting by any Member, which writing shall be filed with or entered upon the records of the meeting. The attendance of a Member at any meeting in person or by proxy without protesting the lack of proper notice to or at the commencement of the meeting shall be deemed to be a waiver by that Member of notice of the meeting.

Section 4. Proxies. Members may vote or act in person or by proxy. The person appointed as proxy need not be a Member of the Association. Designation by a Member or Members of a proxy to vote or act on the Member or Members' behalf shall be made in a signed writing to the Board of the Member or Members making such designation. Revocation of the designation of a proxy shall not affect any vote or act previously taken or authorized. Every proxy shall automatically cease upon the sale by the Member of the Member's lot.

Section 5. Quorum. A quorum for any meeting of Members shall be that number of Members who are entitled to vote who are present in person or represented by proxy at a meeting, and except as hereinafter provided, all actions shall be taken upon the majority vote of all members present, in person or by proxy, provided that no action required by law, the Restrictions, the Articles or this Code of Regulations that must be authorized or taken by those members exercising not less than a designated percentage of the total voting power may be authorized or taken by a lesser percentage.

Section 6. Adjournment. Any meeting of the Association may be adjourned from time to time to such place and time as may be determined by majority vote of the Members present, whether a quorum be present or not. Notice of the time, place and purpose of the adjourned meeting shall be delivered to the Members not present at the originally called meeting at least twenty-four hours prior to such adjourned meeting. At any recalled meeting at which a quorum is present, any business may be transacted which might have been transacted by a quorum at the meeting as originally called.

Section 7. Conduct of Meeting. The order of business for any meeting of Members shall be determined by the President, unless otherwise determined by a vote of those members entitled to exercise not less than a majority of the voting power of the Members present in person or represented by proxy at the meeting. The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meeting and record in a minute book all reports presented, all actions and proposals considered by the Members, and all resolutions adopted by the Members at the meeting. The rules of the latest edition of Roberts Rules of Order shall govern the conduct of all meetings, except as otherwise provided by the Articles of Incorporation of the Association, this Code of Regulations, or Ohio law.

Section 8. Action in Writing without Meeting. Any action that could be taken by Members at a meeting may be taken without a meeting with the affirmative vote or approval in writing of Members entitled to exercise the same percentage of voting power necessary to approve the action at a meeting, except if a greater percentage of voting power is required by law for such action of the Association taken without a meeting. Such written votes or approvals shall be filed with the Secretary of the Association.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Initial Directors. Until such time as the Board of Directors shall be elected according to the provisions contained in this Code of Regulations, the affairs of the Association shall be governed by a board of initial directors (hereinafter referred to as the "Initial Directors"), composed of the following three (3) persons who shall serve until their successors are elected and qualified as provided in these Code of Regulations:

<u>Name</u>	<u>Address</u>
Wayne Zill	c/o Centex Homes 570 Polaris Parkway, Suite 125 Westerville, Ohio 43082
Terry E. Andrews	c/o Centex Homes 570 Polaris Parkway, Suite 125 Westerville, Ohio 43082
Trella L. Scholl	c/o Centex Homes 570 Polaris Parkway, Suite 125 Westerville, Ohio 43082

The Initial Directors shall have the same powers and duties enumerated in these Code of Regulations as for the elected Board of Directors. Vacancies in the Board of Initial Directors shall be filled by appointment made by the remaining member or members of the Initial Directors.

Section 2. Number and Qualifications of Board of Directors. At all times after the election and qualification of successors to the Initial Directors, the affairs of the Association shall be managed by a board of seven (7) directors (hereinafter sometimes referred to as the "Directors" or "Board") who must be Members (or duly appointed agents for or representatives of Members who are not individuals) of the Association. The number of Directors may be changed by amendment of the Code of Regulations of the Association, but shall not be less than three (3).

Section 3. Term of Office. The term of office shall be one (1) year. A Director shall hold office until a successor has been elected and shall have qualified, or until he or she has been removed in accordance with the provisions of this Code of Regulations.

Section 4. Meetings of Directors. Meetings of the Directors shall be held at such time as may be fixed from time to time by resolution of the Board. Special meetings of the Directors shall be held within said county when called by the President of the Association or by the Secretary upon written request of any Director, after not less than three (3) days written notice to each Director. Written notice of all special meetings of the Directors shall state the time, place and complete agenda thereof and shall be sent by United States mail to all Directors.

Section 5. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. If, at any meeting of the Directors, there be less than a quorum present, the meeting shall be adjourned, from time to time until a quorum is present. At any such meeting, any business which may have been transacted at the meeting as originally called may be transacted without further notice.

Section 6. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting when authorized in writing signed by all the Directors.

Section 7. Election of Directors. Directors of the Association shall be elected by vote as provided for in Article II hereof at the annual meeting of the Association. Each Member shall be entitled to vote for seven (7) Directors from among the candidates. The seven (7) candidates receiving the most votes shall be elected as Directors. Cumulative voting is not permitted.

Section 8. Vacancies. Vacancies in the Board shall be filled by a majority vote by the remaining Directors even though they may constitute less than a quorum. Each person so elected shall serve as a Director for the unexpired term of his or her predecessor.

Section 9. Removal. After the first annual meeting of the Association, any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. Neither a Director nor the entire Board may be removed unless the notice of the annual or special meeting at which removal is to be considered states such purpose, and the Director whose removal has been proposed shall be given an opportunity to be heard at the meeting. In the event of removal of a Director by the Members, his or her successor shall be elected at the same meeting at which removal occurred, and such successor shall serve for the unexpired term of his or her predecessor.

Section 10. Compensation. No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his duties.

Section 11. Powers and Duties. The Directors (or Initial Directors, when operative) shall conduct and manage the business of the Association as set forth in that certain Quitclaim Deed recorded at Instrument No. 200403260066147, Franklin County, Ohio Records Office, and any and all subsequent deed restrictions applicable to Claybrooke Crossing, and shall have all powers and duties granted, or not specifically prohibited, by statute, the Articles of Incorporation of the Association, this Code of Regulations and the foregoing deed restrictions.

ARTICLE V

OFFICERS

Section 1. Principal Officers. The principal officers of the Association shall be a President, a Secretary and a Treasurer all of whom shall be elected by the Board and all of whom must be members of the Board. The Directors may appoint an Assistant Treasurer, and an Assistant Secretary, and such other officers as in their judgment may be necessary, and such other officers so appointed need not be members of the Board. Each of the officers of the Association shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be conferred from time to time by the Board.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board, or at any special meeting of the Board called for that purposes.

ARTICLE VI

BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during the normal business hours, be subject to inspection by any owner or any first mortgagee thereof at the principal office of the Association.

ARTICLE VII

AMENDMENT TO CODE OF REGULATIONS AND RESOLUTIONS OF CONFLICTS

This Code of Regulations may be amended by Members having at least seventy-five (75) percent or more of the voting interest in the Association. When voting for or against a proposed amendment, owners of lots shall vote as Members of the Association, and amendments passed by

Members of the Association shall not be valid unless and until an instrument setting forth the provisions of the amendment has been certified by the President and Secretary of the Association as to the requisite voting percentages cast in favor of the said amendment.