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KAMAN & CUSIMANO
470 OLDE WORTHINGTON RD
COLUMBUS, OH 43082

BK **1216** PG **355-359**

AMENDMENT TO THE
CODE OF REGULATIONS
OF
MUIRFIELD ASSOCIATION, INC.

PLEASE CROSS MARGINAL REFERENCE WITH THE CODE OF REGULATIONS OF MUIRFIELD ASSOCIATION, INC. RECORDED AT INSTRUMENT NO. 201100007686 AND THE WARRANTY DEED RECORDED AT VOLUME 390, PAGE 32 ET SEQ. OF THE DELAWARE COUNTY RECORDS.

AMENDMENT TO THE
CODE OF REGULATIONS OF MUIRFIELD ASSOCIATION, INC.

WHEREAS, the Code of Regulations of Muirfield Association, Inc. (the "Code") was recorded at Delaware County Records Instrument No. 201100007686, and

WHEREAS, the Muirfield Association, Inc. (the "Association") is a corporation consisting of all Owners in Muirfield and as such is the representative of all Owners, and

WHEREAS, Bylaws Article 8 authorizes amendments to the Bylaws, and

WHEREAS, a meeting, including any change, adjournment, or continuation of such meeting, of the Association's Owners was held on or about April 3, 2013, and, at such meeting and any adjournment, Owners representing at least 50% of the members present and entitled to vote executed, in person or by proxy, an instrument in writing setting forth specifically the matter to be modified (the "Amendment"), and

WHEREAS, the Association has in its records the signed, written consents to the Amendment signed by Owners representing 92% of the Association's voting power, together with the minutes from said meeting and any continuation thereof, and

WHEREAS, the Association has in its records the power of attorney signed by Owners representing 92% of the Association's voting power authorizing the Association's officers to execute the Amendment on their behalf, and

WHEREAS, the proceedings necessary to amend the Code as required by the Code have in all respects been complied with.

NOW THEREFORE, the Code of Regulations of Muirfield Association, Inc. is hereby amended by the following:

MODIFY CODE ARTICLE 8, entitled "Amendment of Articles and Regulations," to now read "ARTICLE 9." Said modification is to be made on Page 16 of the Code, as recorded at Delaware County Records, Instrument No. 201100007686, OR Book 1034, Page 1485 et seq.

INSERT a new CODE ARTICLE 8, entitled "Use of New Technology." Said new addition, to be added on Page 16 of the Code, as recorded at Delaware County Records, Instrument No. 201100007686, OR Book 1034, Page 1485 et seq. is as follows:

Article 8
Use of New Technology

Due to the ongoing development of new communication, electronic, and other technologies and corresponding changes in business practices, to the extent permitted by Ohio and Federal law, as well as by the Board, now or in the future: (1) any notice required to be sent or received; (2) any signature, vote, consent, or approval required to be obtained; or (3) any payment required to be made to MA, may be accomplished or required using the most advanced technology available at that time, provided such use is a generally accepted business practice. This includes, without limitation, the use of electronic mail or other electronic transmission in lieu of any required written notice from MA to MA members and board members, individually or collectively, to or from any member who has given MA written consent to such use of electronic email or other electronic transmission, and/or for MA to properly and effectively receive any member signature, vote, consent, or approval MA needs or requires, subject to the following:

- (a) For voting on the election of board members, MA may provide for voting by electronic transmission, provided that if MA cannot maintain or protect the anonymity of a member's vote, MA must provide the members with the option of casting an anonymous printed ballot.
- (b) An electronic email or other electronic transmission to a member is not considered delivered and effective if MA's transmission to the member fails two consecutive times, e.g. MA receives an "undeliverable" or similar message, or the inability to deliver the transmission to the member becomes known to the person responsible

for sending the transmission. If the electronic email or other electronic transmission is not delivered or effective, MA will deliver such notice or other communication to the member in writing by regular U.S. mail, by hand delivery, or by leaving the notice under or attached to the front door of the member's residence at Muirfield Association.

Any member who has not given MA written consent to such use of electronic email or other electronic transmission will receive notices, including any notice of delinquency of any payment due, either by personal delivery or regular mail to such member's residence at Muirfield Village or, if different, the last known address of the member.

Any conflict between this provision and any other provision of the Code will be interpreted in favor of this amendment permitting use of electronic mail and other new technologies. 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 members of record at the time of such filing have standing to contest the validity of the amendment, whether on procedural, substantive, or any other grounds, provided further that any such challenge must be brought in the court of common pleas within one year of the recording of the amendment.

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