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NOT NECESSARY

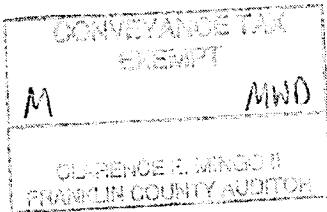
JUN 12 2013

CLARENCE E. MINGO II  
AUDITOR  
FRANKLIN COUNTY, OHIO



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06/14/2013 8:07AM MERKAMAN & CU  
Terry J. Brown  
Franklin County Recorder



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. 201103090033350 AND THE WARRANTY DEED RECORDED AT VOLUME 3451, PAGE 863 ET SEQ. OF THE FRANKLIN 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 Franklin County Records Instrument No. 201103090033350, and

**WHEREAS**, the Muirfield Association, Inc. (the "Association") is a corporation consisting of all Owners in Muirfield Village 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 Franklin County Records, Instrument No. 201103090033350.

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 Franklin County Records, Instrument No. 201103090033350, 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.

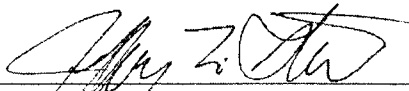
Any member who has not given MA written consent to such use of electronic email or other electronic transmission will receive notices, including any notice of delinquency of any payment due, either by personal delivery or regular mail to such member's residence at Muirfield Village or, if different,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

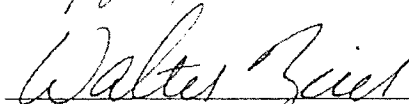
Any conflict between this provision and any other provision of the Code will be interpreted in favor of this amendment permitting use of electronic mail and other new technologies. The invalidity of any part of the above provision, will not impair or affect in any manner the validity or enforceability 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.

[THIS SPACE LEFT BLANK INTENTIONALLY]

IN WITNESS WHEREOF, the said Muirfield Association, Inc. has caused the execution of this instrument this 29<sup>th</sup> day of APRIL, 2013.

MUIRFIELD ASSOCIATION, INC.

By:   
JEFFREY STUCKE, its President

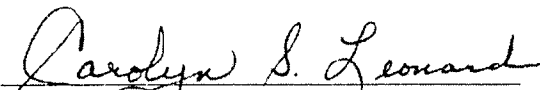
By:   
WALTER ZEIER, its Secretary

STATE OF OHIO )  
 )  
COUNTY OF FRANKLIN )

SS

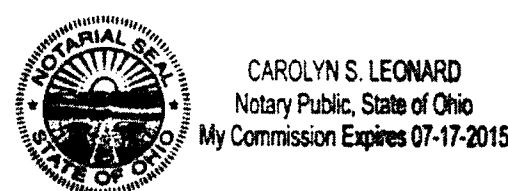
BEFORE ME, a Notary Public, in and for said County, personally appeared the above named Muirfield Association, Inc., by its President and its Secretary, who acknowledged that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed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

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Dublin, Ohio, this 29<sup>th</sup> day of APRIL, 2013.

  
NOTARY PUBLIC

This instrument prepared by:  
KAMAN & CUSIMANO, LLC,  
Attorneys at Law  
OfficePointe at Polaris  
470 Olde Worthington Road, Suite 460  
Columbus, Ohio 43082  
(614) 882-3100  
ohiohoalaw.com

Place notary stamp/seal here:



CAROLYN S. LEONARD  
Notary Public, State of Ohio  
My Commission Expires 07-17-2015