

LANGUAGE TO AMEND THE CODE OF REGULATIONS FOR MUIRFIELD ASSOCIATION, INC.

The Board of Directors for the Muirfield Association, Inc. proposes that the Code of Regulations for Muirfield Association, Inc. (the "Code"), Franklin County and Delaware County, Ohio, be amended as follows:

MODIFY CODE ARTICLE 2, SECTION 2.2 entitled, "**Number and Qualification.**" Said modification to the Code, as recorded at Franklin County Records Instrument No. 201103090033350, and as recorded at Delaware County Records Instrument No. 201100007686, as amended at Delaware County Records OR Book 1574, Page 2309 et seq., and as amended at Franklin County Records Instrument No. 201806110077226, is as follows: (new language underlined, deleted language crossed out)

§2.2. Number and Qualification: The Board will consist of nine persons, each of whom must be the owner of a living unit in the Property, or the spouse of an owner. **Further, all Board members are required to be an owner of a living unit within the Property for at least one year prior to their election.** Board members must also be in good standing. Good standing requires that 1) the Board member not be an adverse party to MA, 2) the Board member's living unit not be more than 60 days past due in the payment of any fees or assessments owed to MA. ~~No living unit may be represented by more than one person on the Board at any one time.~~ **The majority of the Board will not consist of owners or representatives from the same living unit unless authorized by a resolution adopted by the Board prior to the board majority being comprised of owners or representatives from the same living unit.** If an owner is not an individual, that owner may nominate for the Board of Directors any principal, member of a limited liability company, partner, director, officer, or employee of that owner. In addition to the provisions of §2.6, a majority of the remaining Board members may remove any Board member who ceases to meet such good standing qualifications during their term. Any current Board member not in good standing has 30 days to become in good standing, otherwise they may be removed by a majority vote of the remaining Board members, pursuant to §2.6, as amended.

MODIFY the 2nd PARAGRAPH of CODE ARTICLE 2, SECTION 2.6. Said modification to the Code, as recorded at Franklin County Records Instrument No. 201103090033350, and as recorded at Delaware County Records Instrument No. 201100007686, as amended at Delaware County Records OR Book 1574, Page 2309 et seq., and as amended at Franklin County Records Instrument No. 201806110077226, is as follows (new language underlined):

Except as otherwise provided in this Code, the Board may remove any individual Board member and create a vacancy on the Board, if:

- (a) by order of court the member has been found to be of unsound mind;
- (b) the member files for bankruptcy or has been adjudicated bankrupt;

- (c) the member 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 such 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) the member is no longer a member in good standing as defined in §2.2 above as amended;
- (e) the member is physically incapacitated; or
- (f) the member fails to attend three consecutive or a total of four meetings of the Board in one calendar year, or the member fails to attend at least half of the Board's regular meetings held during a calendar year physically present in person and not through authorized communications equipment.

Any conflict between the above provision and any other provisions of the Code will be interpreted in favor of this of this amendment regarding the qualifications and removal of Board 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 members of record at the time of such filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any contest or other legal 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.