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FEB 12 1999

J. KENNETH BLACKWELL
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

THE WOODS AT MILL VALLEY ASSOCIATION, INC.

The undersigned, desiring to form a nonprofit corporation under Chapter 1702 of the Revised Code of Ohio, hereby certifies that:

FIRST: The name of the corporation shall be The Woods at Mill Valley Association, Inc.

SECOND: The place in Ohio where the principal office of the corporation is to be located is the City of Marysville, Union County, Ohio. The corporation's mailing address shall be 5001 Frantz Road, Dublin, Ohio 43017.

THIRD: The purposes for which the corporation is formed are 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 "Code") and to that end to hold title to, or easements over, land within the developments (as identified below) for common purposes, including but not limited to detention areas, landscape areas, open areas, reserve areas, and/or landscape entry areas, and improvements thereon, to maintain and administer such land and common areas in accordance with restrictions of record for The Woods at Mill Valley Subdivision, including the restrictions of record in the plats of record in Plat Book 4, page 226, Plat Book 4, Page 281, Plat Book 4, Page 282, Plat Book 4, Page 294, Plat Book 4, Page 295, and the restrictions of record in OR Vol. 81, Page 25, and OR Vol. 155, Page 371, and all other property at any time added to the Woods at Mill Valley Subdivision in the City of Marysville, Union County, Ohio.

In carrying out the foregoing purposes, the corporation 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 engage in any lawful act or activity for which corporations may be formed under Chapter 1702 of the Revised Code of Ohio. The foregoing purposes shall be accomplished on a non-profit basis, and no part of the net earnings of the corporation shall enure to the benefit of any private person, firm, corporation, association or organization, except that the corporation may pay reasonable compensation for services provided to or for the benefit of the corporation.

FOURTH: The names and addresses of the three (3) initial trustees of the corporation who shall serve until the first annual or special meeting or until their successors are duly elected are as follows:

Robert A. Meyer, Jr.
5501 Frantz Road
P. O. Box 7166
Dublin, OH 43017-0766

Richard R. Buechler
5501 Frantz Road
P. O. Box 7166
Dublin, OH 43017-0766

Terry E. George
5501 Frantz Road
P. O. Box 7166
Dublin, OH 43017-0766

FIFTH: Each owner of a fee simple interest in a lot in either Development shall be a member of the corporation; provided that the owner or owners of each lot in either Development shall be entitled to exercise one vote for each such lot that he or she owns or they own; provided further that one hundred percent (100%) of the voting power of the members of the corporation shall be entitled to be exercised by the Developer (as defined in the Code of Regulations) on each matter properly submitted to the members for their vote, consent, waiver, release or action until such time as the Developer elects to relinquish that voting right, which relinquishment shall take place not later than the date that the developer ceases to own the fee simple title to at least one of the lots in either Development. The membership of each owner shall terminate when the owner ceases to own an undivided fee simple interest[s], and upon the sale, transfer or other disposition of each undivided fee simple interest in a lot, the membership in the corporation which is appurtenant to that interest shall automatically be transferred to the new owner[s] of the interest. No member may otherwise terminate his membership in the Association or sever that membership interest.

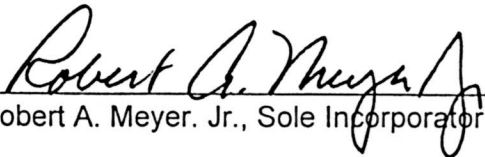
SIXTH: The obligation to pay the assessments imposed by the restrictions shall commence on the date determined by the Developer, at its sole discretion, but not earlier than January 1, 1999. Notwithstanding any term or condition in the restrictions to the contrary, a quorum for any meeting of the membership shall be that number of members who are entitled to vote who are present in person or by proxy at a meeting. Actions (except the amendment of the restrictions) can be taken upon a majority vote of the members present, in person or by proxy, at any duly noticed meeting.

SEVENTH: Upon the dissolution of the corporation and after the return, transfer or conveyance of assets held upon condition which shall have occurred by reason of the dissolution or otherwise, the trustees of the corporation shall distribute all of the remaining assets of the corporation in accordance with a plan of distribution adopted by the members of the corporation.

EIGHTH: A trustee, member or officer of the corporation shall not be disqualified by such office or membership from dealing or contracting with the corporation as vendor, purchaser, employee, agent, provider or otherwise. No contract or transaction shall be void or voidable with respect to the corporation for the reason that it is between the corporation and one or more of its trustees, members or officers, or between the corporation and any other entity in which one or more of the corporation's trustees, members or officers are directors, trustees or officers, or have financial or personal interests, or for the reason that one or more interested trustees or officers participated in or voted at the meeting of the trustees or a committee thereof which authorized such contract or transaction, if in any case (a) the material facts of any such relationship or interest and of the contract or transaction are disclosed or are known to the trustees or the committee and the trustees or committee, in good faith reasonably justified by said facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested trustees even though the disinterested trustees constitute less than a quorum; or (b) the material facts of any such relationship or interest and of the contract or transaction are disclosed or are known to the members entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the members held for that purpose at which a quorum is present by the affirmative vote of members exercising a majority of the voting power of the members who are present in person or represented by proxy at the meeting and are not interested in the contract or transaction; or (c) the contract or transaction is fair to

the corporation at the time it is authorized or approved by the trustees, a committee thereof, or the members.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Columbus, Ohio this 2 day of February, 1999.


Robert A. Meyer, Jr., Sole Incorporator