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KAMAN & CUSIMANO
470 OLDE WORTHINGTON RD
COLUMBUS, OH 43082

AMENDMENT TO THE

BYLAWS

FOR

SHERMAN LAKES HOMEOWNER'S ASSOCIATION

PLEASE CROSS MARGINAL REFERENCE WITH THE BYLAWS FOR
SHERMAN LAKES HOMEOWNER'S ASSOCIATION RECORDED AT BOOK
1111, PAGE 1007 ET SEQ. OF THE DELAWARE COUNTY RECORDS.

AMENDMENT TO THE
BYLAWS FOR
SHERMAN LAKES HOMEOWNER'S ASSOCIATION

WHEREAS, the Bylaws of Sherman Lakes Homeowner's Association (the "Bylaws") were recorded at Delaware County Records Book 1111, Page 1007 et seq., and

WHEREAS, the Sherman Lakes Homeowner's Association (the "Association") is a corporation consisting of all Owners in Sherman Lakes and as such is the representative of all Owners, and

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

WHEREAS, Owners representing at least 50% of the Association's current voting power have executed instruments 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 50.42% of the Association's voting power as of August 24, 2012, and

WHEREAS, the Association has in its records the power of attorney signed by Owners representing 50.42% 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 Bylaws as required by the Bylaws have in all respects been complied with.

NOW THEREFORE, the Bylaws for Sherman Lakes Homeowner's Association is hereby amended by the following:

MODIFY BYLAWS ARTICLE III, SECTION 2 entitled, "Number and Qualification of Directors." Said modification, to be made on Page 4 of the Bylaws, Exhibit B of the Declaration, as recorded at Delaware County Records, Book 1111, Page 1007 et seq., is as follows (deleted language is crossed-out; new language is underlined):

SECTION 2. Number and Qualification of Directors.

The Board of Directors in the Association shall consist of five three (3) persons, all of whom must be Owners or the spouse of an Owner and a member in good standing; provided, however, that no Parcel may be represented by more than one person on the Board at any one time; and, provided further, that upon the recording of this amendment, the current Board may appoint two persons to serve on the Board until the annual meeting, at which time the elections will be held to create staggered elections with a 2-2-1 rotation. The spouse of an Owner is qualified to act as a Director if both the Owner and the spouse occupy the Parcel. 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. Good standing requires that the member not be more than 20 days delinquent in the payment of any fees and/or Assessments owed to the Association. If a Director ceases to meet such good standing qualifications during his term, he may be removed by a majority vote of the remaining Directors.

MODIFY the FIRST PARAGRAPH OF BYLAWS ARTICLE III, SECTION 5 entitled, "Term of Office; Resignations." Said modification, to be made on Page 5 of the Bylaws, Exhibit B of the Declaration, as recorded at Delaware County Records, Book 1111, Page 1007 et seq., is as follows (deleted language is crossed-out; new language is underlined):

SECTION 5. Term of Office; Resignations.

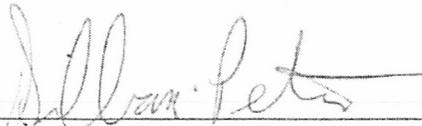
Each Director shall hold office for a term of three (3) years and until his or her successor is elected, or until his or her earlier resignation, removal from office, or death. It is intended by these Code of Regulations that the terms of the Directors shall be staggered with two (2) or one (1) Director(s) being elected in each year. The initial terms of the Directors elected under this Code shall be adjusted to carry out this intent so that a 2-2-1 rotation is maintained.

Any conflict between this provision and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment regarding the number, qualifications, and removal of Board members. 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 Owners of record at the time of such filing will have standing to contest the validity of the amendment, whether on procedural, substantive or any other grounds, provided further that any such challenge will be brought in the court of common pleas within one year of the recording of the amendment.

IN WITNESS WHEREOF, the said Sherman Lakes Homeowner's Association has caused the execution of this instrument this 12th day of October, 2012.

SHERMAN LAKES HOMEOWNER'S ASSOCIATION

By: 
WILLIAM PETROLE, its President

By: 
RICK ROBY, its Secretary

[THIS SPACE LEFT BLANK INTENTIONALLY]

STATE OF OHIO)
)
COUNTY OF Delaware) SS

BEFORE ME, a Notary Public, in and for said County, personally appeared the above named Sherman Lakes Homeowner's Association, by its President and its Secretary, who acknowledged that they did sign the foregoing instrument, on Page 4 of 5, 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 Delaware, Ohio, this 13th day of October, 2012.

Jami J. Meser
NOTARY PUBLIC

Place notary stamp/seal here:



This instrument prepared by:
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