



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY
02/06/2001	200103702514	DOMESTIC ARTICLES/NON-PROFIT (ARN)	25.00	10.00	.00

Cumberland
Construction Co.
2727 W. Holland
Sylvania Rd

Receipt

This is not a bill. Please do not remit payment.

BRIAN P BARGER
4052 HOLLAND SYLVANIA RD
TOLEDO, OH 43623

Toledo OH 43615
419-531-3120
419-535-5735 fax

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1206824

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

OLDE FARM HOME OWNERS' ASSOCIATION, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

200103702514



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 30th day of January, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION
OF
OLDE FARM HOME OWNERS' ASSOCIATION, INC.
AN OHIO NONPROFIT CORPORATION

The undersigned, desiring to form a Corporation, not-for-profit, under the Nonprofit Corporation Law of Ohio, hereby certifies:

ARTICLE I

The name of the Corporation shall be: OLDE FARM HOME OWNERS' ASSOCIATION, INC.

ARTICLE II

The place in the State of Ohio where its principal office is to be located is 2727 N. Holland-Sylvania Road, Suite C, Toledo, Lucas County, Ohio 43615.

ARTICLE III

The purpose for which it is formed are the following:

- a. To establish, amend and enforce, for the benefit of the owners of the residential lots in the subdivision, provisions, restrictions, covenants and regulations with respect to the use and occupancy of residential lots in Plat One in Olde Farm, a Subdivision in Monclova Township, Lucas County, Ohio, and subsequent Plats in the Subdivision, and to enforce all provisions of the recorded Plats and the Declaration of Restrictions.
- b. To maintain the landscaping in the sign easement areas at the entrances to the Subdivision, any drainage ditches and detention ponds in the Subdivision and to adopt such reasonable rules and regulations as it may deem advisable for the maintenance conservation and beautification of the Subdivision.
- c. To acquire real estate within the Subdivision by purchase, gift, or devise.
- d. To collect and disburse funds which the Board of Trustees determines, from time to time, to be for the general benefit of the owners of all residential lots in the subdivision and as required to carry out the purposes herein set forth.

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JAN 30 2001
J. KENNETH CLARKWELL
SECRETARY OF STATE

- e. To perform any and all acts necessary or desirable to carry out these purposes and to have and exercise any and all powers, rights and privileges which a Corporation, organized under Chapter 1702 of the Ohio Revised Code, may now or hereafter have or exercise by law.
- f. All of the above purposes shall be without pecuniary profit to any Trustee or member of the Association.

ARTICLE IV

Except as otherwise reserved to the members by law or the Declaration of Restrictions, the authority of the Association shall be vested in and the affairs of the Association shall be managed by a Board of Trustees named below. After the Developer relinquishes its management of the Association, the Board of Trustees shall consist of not less than three (3) persons who shall be members of the Association.

The following persons shall serve as Trustees until their successors are elected, pursuant to the provisions of the Code of Regulations:

Claude (Butch) M. Brown III - President of Olde Farm, Inc.
8744 Slate Ridge Ct.
Sylvania, Ohio 43560

Timothy D. Brown - Vice President of Olde Farm, Inc.
5839 Smith Farm Road
Sylvania, Ohio 43560

Brian P. Barger, Esq.
4052 Holland-Sylvania Road
Toledo, Ohio 43623

ARTICLE V

The members of the Association shall be all the record Owners, in fee simple, of the residential lots as shown on the recorded Plat One of Olde Farm and any future Plats in the Subdivision. A fee simple conveyance of a Lot, once recorded, shall automatically transfer membership to the grantee.

All persons who hereafter acquire title to a residential lot in the subdivision shall automatically become a member of the Association entitled to all of the rights and privileges of such membership and subject to all the duties and obligations thereof.

Each lot owner, including Developer, shall be entitled to one (1) vote for each lot owned and where title to a lot is jointly owned, such Co-owners, acting jointly, shall be entitled to only one (1) vote.

ARTICLE VI

Unless otherwise specifically required by statute or the Declaration of Restrictions, any action the members of this Association may be authorized to undertake at a meeting, may be undertaken without a meeting by a writing, consenting thereto, and signed by members entitled to exercise two-thirds (2/3) of the voting power of this Association.

ARTICLE VII

Any member may vote or act by and through a proxy, appointed in a writing duly executed by the member.

ARTICLE VIII

Any Trustee or Officer may deal or contract with the Association as a vendor, purchaser, employee, agent or otherwise.

No Transaction can be voidable or invalidated by reason of any relationship of any Trustee or Officer with any other party to the transaction, provided the existence of such relationship shall be known or disclosed to the Trustees present at any meeting at which any action on such transaction shall be taken.

No Trustee or Officer shall be accountable to the Association for any gains or profits realized by reason of his transaction or by reason of the fact that he or any person or entity, directly or indirectly, related to him is interested in such transaction.

A Trustee interested in any such transaction may be counted in determining a quorum at any meeting of the Board of Trustees which shall take action with respect to any such transaction and may vote on any such transaction with the same validity as if he were not interested in such transaction.

ARTICLE IX

Except as otherwise limited by statute, the Association shall indemnify and hold harmless each Trustee, Officer, agent or employee against all costs and expenses in connection with any threatened, pending or completed action, suit or proceeding to which such person is made a party by reason of his status with the Corporation or a similar status with another entity at the request of the Corporation, whether or not he is acting in such capacity at the time of incurring such cost and expense; provided, however, that such person:

- a. Acted in good faith and in a manner he believed to be in, or not opposed to, the best interests of the Association; and
- b. In any matter the subject of a criminal action or proceeding, had no reasonable cause to believe the questioned conduct was unlawful.

In the case of any action or suit by or in the right of the Corporation against any such person by reason of that person serving in such capacity, no indemnification shall be made when such person shall have been found to be liable for negligence or misconduct in the performance of a duty to the Corporation.

Unless otherwise ordered by a Court of competent jurisdiction, the determination of indemnification, pursuant to the foregoing criteria, shall be made by:

- a. A majority vote of a quorum of Trustees not parties to or threatened with the action giving rise to the question of indemnification; or
- b. If such quorum is not obtained, or upon direction of a majority of disinterested Trustees, a disinterested, independent legal counsel, in the form of a written opinion; or
- c. A majority vote of the members of the Corporation; or
- d. The Court in which such action was brought.

ARTICLE X

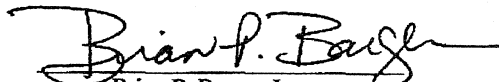
Amendment of these Articles shall require the consent of those members entitled to exercise at least two-thirds (2/3) of the voting power of the Association. The Association may be dissolved with the consent of those members entitled to exercise at least two-thirds (2/3) of the voting power of the Association.

ARTICLE XI

In the event the Association shall be dissolved or otherwise ceased to exist, all of its rights, duties and obligations shall automatically inure to the benefit of the owners of the residential lots in Olde Farm Plat One and subsequent Plats in the Subdivision.

IN WITNESS WHEREOF, the undersigned has subscribed his name hereto this

19th day of January, 2000.


Brian P. Barger, Incorporator

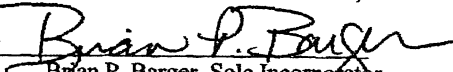
ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Olde Farm Home Owners' Association, Inc. do hereby appoint Brian P. Barger, a natural person resident in Ohio to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

Brian P. Barger, Esq.
4052 Holland-Sylvania Road
Toledo, Ohio 43623

Dated: January 19, 2001

Olde Farm Home Owners' Association, Inc.

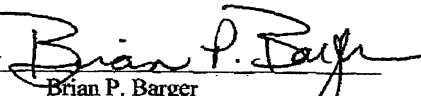
By 
Brian P. Barger, Sole Incorporator

Olde Farm Home Owners' Association, Inc.
2727 N. Holland-Sylvania Road
Toledo, Ohio 43615

ACCEPTANCE OF APPOINTMENT

I hereby acknowledge and accept the appointment as the statutory agent for Olde Farm Home Owners' Association, Inc. upon whom process, notice or demands may be served.

Dated: January 19, 2001
Toledo, Ohio

By 
Brian P. Barger