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~~E936-1650~~

KEAN AND LA RUE

25.00 ARN

ST. JAMES WOOD PROPERTY OWNERS ASSOCIATION

118256

ARN 25.00

KEAN AND LA RUE  
ATT: L. B. LARUE  
309 N. REYNOLDS RD.  
TOLEDO, OH 43615

ST. JAMES WOOD PROPERTY OWNERS ASSOCIATION

25.00



Department of State

**The State of Ohio**

**Anthony J. Celebrezze, Jr.**  
Secretary of State

E936-1650

578623

**Certificate**

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN

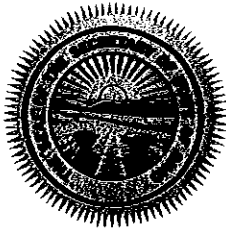
of:

**ST. JAMES WOOD PROPERTY OWNERS ASSOCIATION**

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

Recorded on Roll E936 at Frame 1652 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 22ND day of JULY,  
A.D. 1981.



*Anthony J. Celebrezze Jr.*  
**Anthony J. Celebrezze, Jr.**  
Secretary of State

21  
RD3

2000-812

APPROVED  
By: [Signature]  
Date: 7-22-01  
Amount: 2500

ST. JAMES WOOD PROPERTY OWNERS ASSOCIATION

ARTICLES OF INCORPORATION

The undersigned, desiring to become a corporation, not for profit, under Section 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST

The name of said corporation shall be St. James Wood Property Owners Association.

SECOND

The place in Ohio where the principal office of the corporation is to be located is the City of Sylvania, Lucas County.

THIRD

The purpose or purposes for which said corporation is formed are:

- To manage and operate the St. James Wood Property Owners Association, upon the real property situate lying and being in Lucas County, Ohio, and more particularly described as:
  - St. James Wood Plat One, a Subdivision in Sylvania Township, Lucas County, Ohio;
  - St. James Wood Plat Two, a Subdivision in Sylvania Township, Lucas County, Ohio;
  - St. James Wood Plat Four, a Subdivision in Sylvania Township, Lucas County, Ohio;
  - St. James Wood Plat Five, a Subdivision in Sylvania Township, Lucas County, Ohio; and
  - St. James Wood Plat Six, a Subdivision in Sylvania Township, Lucas County, Ohio;

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That part of the Southwest 1/4 and that part of the Southeast 1/4 of Section 28, Town 9 South, Range 6 East, Sylvania Township, Lucas County, Ohio, bounded and described as follows, with bearings being based on an assumed meridian and used only to establish angular relationship:

Beginning at the Northwest corner of Lot 256 in St. James Wood Plat 5, an adjoining subdivision recorded in Volume 86, on Page 65 of the Lucas County Book of Plats; then proceeding along the said plat of St. James Wood Plat 5, the following bearings and distances: South  $00^{\circ}-10'-35''$  East 231.56 feet; South  $83^{\circ}-14'-24''$  West 34.24 feet; South  $00^{\circ}-10'-35''$  East 198.98 feet; North  $78^{\circ}-55'-19''$  East 48.88 feet to the Northwest corner of Lot 165 in St. James Wood Plat 2, an adjoining subdivision recorded in Volume 80, on Pages 52 and 53 of the Lucas County Book of Plats; then proceeding along the said plat of St. James Wood Plat 2, the following bearings and distances: South  $00^{\circ}-10'-35''$  East 379.13 feet; South  $89^{\circ}-49'-25''$  West 141.72 feet; South  $00^{\circ}-10'-35''$  East 192.00 feet; South  $89^{\circ}-49'-25''$  West 45.24 feet; South  $77^{\circ}-06'-55''$  West 242.98 feet; South  $01^{\circ}-42'-52''$  East 70.00 feet to the Northeast corner of Lot 212 in St. James Wood Plat 4, an adjoining subdivision recorded in Volume 86, on Pages 63 and 64 of the Lucas County Book of Plats; then proceeding along the said plat of St. James Wood Plat 4, the following bearings and distances: South  $88^{\circ}-17'-08''$  West 307.00 feet; South  $01^{\circ}-42'-52''$  East 224.82 feet; South  $08^{\circ}-15'-54''$  East 66.98 feet; then South  $69^{\circ}-27'-38''$  West 575.98 feet along the said St. James Wood Plat 4 and the Southwesterly extension thereof; then North  $20^{\circ}-32'-22''$  West 182.00 feet; then North  $69^{\circ}-27'-38''$  East 34.87 feet; then North  $11^{\circ}-25'-35''$  West 360.84 feet; then North  $05^{\circ}-49'-25''$  East 336.50 feet; then North  $84^{\circ}-10'-35''$  West 9.00 feet; then North  $05^{\circ}-49'-25''$  East 70.00 feet; then North  $06^{\circ}-55'-35''$  West 183.03 feet; then North  $84^{\circ}-32'-34''$  West 83.90 feet; then North  $30^{\circ}-38'-40''$  West 85.65 feet; then North  $21^{\circ}-10'-59''$  West 101.12 feet; then North  $19^{\circ}-28'-43''$  West 94.99 feet; then North  $23^{\circ}-38'-16''$  West 107.83 feet of the East-West centerline of said Section 28; then North  $88^{\circ}-05'-46''$  East 428.35 feet along the East-West centerline of Section 28 to the center of Section 28; then North  $88^{\circ}-05'-53''$  East 1174.26 feet along the East-West centerline of Section 28 to the Point of Beginning; Containing 39.187 acres of land, more or less.)

2. To promote the health, safety, and welfare of and to provide recreation facilities, amenities, and maintenance services for the owners of, and residential units in, and residents of, certain real estate in the City of Sylvania, in the County of Lucas, in the State of Ohio, known as St. James Wood Property Owners Association, a Subdivision in the City of Sylvania, Lucas County, Ohio.
3. "Acquire, own, build, improve, operate, repair and maintain land, buildings, structures, fixtures, recreational

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facilities, equipment and personal property, hereinafter referred to as common areas."

4. To exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain adoption of St. James Wood Plat One and Declaration of Restrictions therefor; adoption for St. James Wood Plat Two, and Declaration of Restrictions therefor, adoption of St. James Wood Plat Four and Declaration of Restrictions therefor; adoption of St. James Wood Plat Five and Declaration of Restrictions therefor; and adoption of St. James Wood Plat Six and Declaration of Restrictions therefor; hereinafter called the "Declarations", applicable to the property and recorded as Microfiche Number ~~78-1047-A11, 79-179-A08, and 80-409-A03~~, of the Lucas County Ohio Records, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
5. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of this Declaration or the Code of Regulations of this corporation; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation.
6. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation.
7. To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
8. To do any and all acts or things necessary, convenient, or expedient to the accomplishment of the foregoing, both within and without the State of Ohio, and in any capacity.
9. To engage in any lawful act or activity for which corporations may be formed under the Nonprofit Corporation Laws of Ohio.
10. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Ohio by law may now or hereafter have or exercise.

Each purpose specified in any clause or paragraph of these Articles is an independent purpose and shall not be limited by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

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**FOURTH**

The following persons, not less than three, shall serve said corporation as trustee:

<u>Name</u>	<u>Address</u>
Robert C. Verbon	4343 W. Bancroft Toledo, Ohio 43615
Thomas L. Schlachter	4626 Sulgrave Toledo, Ohio 43623
Richard Moses	7620 W. Bancroft Toledo, Ohio 43617

**FIFTH**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by the Declaration to assessment by the corporation shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separate from ownership of any Lot which is subject to assessment by the corporation. Ownership of the Lot shall be the sole qualification for membership. Unless otherwise stated in the Declaration, all rights of a member in the corporation shall cease upon the termination of membership.

**SIXTH**

The corporation may indemnify or agree to indemnify any trustee, officer, employee, or a former trustee, officer or employee or any person who is serving at the request of this corporation as a trustee, officer, or employee of another corporation (whether nonprofit or for profit) against expenses actually and necessarily incurred by him in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such trustee, officer, or employee, provided:

1. He is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his duty to this corporation, of which he is a trustee, officer, or employee;
2. He is determined to have acted in good faith in what he reasonably believed to be the best interest of this corporation; and
3. In any manner subject of a criminal action, suit, or proceeding, he is determined to have had no reasonable cause to believe that his conduct was unlawful.

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The determination as to (2) and (3), and in the absence of adjudication as to (1) by a court of competent jurisdiction, the determination as to (1) shall be made by the trustees of this corporation acting at a meeting at which a quorum consisting of trustees who are not parties to or threatened with any such action, suit, or proceeding is present. Any trustee who is a party to or threatened with any such action, suit, or proceeding shall be qualified to vote and, if for this reason, a quorum of trustees cannot be obtained to vote on such indemnification, no indemnification shall be made except in accordance with the following paragraphs.

The corporation may through its Code of Regulations or by any agreement authorized or by resolution adopted by voting members at a meeting held for such purpose by affirmative vote of the majority of the voting members present if a quorum is present, may indemnify or agree to indemnify such trustee, officer, or employee against expenses, judgments, decrees, fines, penalties, or amounts paid in settlement in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which such trustee, officer, or employee is or may be made a party by reason of being such trustee, officer, or employee, provided that a determination is made by the trustees in accordance with the manner set forth in the first paragraph hereof or is made by or in accordance with a method to be established by the Code of Regulations, such agreement or by such resolution:

1. That such trustee, officer, or employee was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to this corporation of which he is a trustee, officer, or employee;
2. That he acted in good faith in what he reasonably believed to be the best interest of this corporation; and
3. That in any matter the subject of criminal action, suit, or proceeding, he has no reasonable cause to believe that his conduct was unlawful.

This indemnification provision shall not be deemed to be exclusive of any to which such trustee, officer, or employee may be entitled under the Code of Regulations, any agreement, any insurance purchased by the corporation, vote of the members, or otherwise.

#### SEVENTH

No part of the net earnings of this corporation shall ever inure to the benefit of any private shareholder, member, or individual. No part of the assets of this corporation shall ever be distributed to any member by reason of such membership, either during the period of its operation, or upon its liquidation.

#### EIGHTH

These Articles of Incorporation may be amended from time to time as now or hereafter provided by law.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 21st day of July month, 1981.

Laurena B. Hale  
Witness

Robert C. Verbon  
Robert C. Verbon

Laurena B. Hale  
Witness

Thomas L. Schlachter  
Thomas L. Schlachter

Laurena B. Hale  
Witness

Richard H. Moses  
Richard Moses

STATE OF OHIO, COUNTY OF LUCAS, ss:

Personally appeared before me the undersigned, a Notary Public in and for said County, this 21st day of July, 1981, Robert C. Verbon, Thomas L. Schlachter, and Richard Moses, who each subscribed and acknowledged the signing of the foregoing Articles of Incorporation to be their free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the date and year aforesaid.

Laurena B. Hale  
Notary Public  
Commission Expires  
no expiration  
date.



87500-1619

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of St. James Wood Property Owners Association, hereby appoint, Thomas L. Schlachter, of 4626 Sulgrave, Toledo, Ohio, a natural person resident in the county; in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation, may be served.

ST. JAMES WOOD PROPERTY OWNERS ASSOCIATION  
BY: Thomas L. Schlachter  
Thomas L. Schlachter

Robert C. Verbon  
Robert C. Verbon

Richard H. Moses  
Richard Moses

ST. JAMES WOOD PROPERTY OWNERS ASSOCIATION

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Thomas L. Schlachter  
Thomas L. Schlachter

STATE OF OHIO, COUNTY OF LUCAS, ss:

Personally appeared, before me the undersigned, a Notary Public in and for said County, this 21 day of July, 1981, the above-named Thomas L. Schlachter, who acknowledged the signing of the foregoing to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year aforesaid.

Lawrence B. Reed  
Notary Public  
Commission has no expiration date

53  
RE3

**KEAN AND LA RUE**  
ATTORNEYS AT LAW  
SUITE A - DANBERRY BUILDING  
309 N. REYNOLDS ROAD  
TOLEDO, OHIO 43613

E936-1650

JOHN V. KEAN  
LAWRENCE B. LA RUE

533-6046  
AREA CODE 419

July 8, 1981

CONFIDENTIAL

Secretary of State  
Anthony J. Celebrezze, Jr.  
30 East Broad St., 14th Floor  
Columbus, Ohio 43216

RE: St. James Wood Property Owners Association

Gentlemen:

Please find enclosed herein, the Articles of Incorporation regarding St. James Wood Property Owners Association, and the Original Appointment of Thomas L. Schlachter, of 4626 Sulgrave, Toledo, Ohio, as Statutory Agent.

Also, please find enclosed herein, our check payable to the Secretary of State, in the amount of \$25.00.

The aforementioned Articles of Incorporation and Appointment of Statutory Agent are presented for filing with the Secretary of State, and accordingly, the name of St. James Wood Property Owners Association, is hereby reserved by the filing of said Articles of Incorporation.

Sincerely,

Lawrence B. LaRue

LBL/ts

Enc.

RECEIVED  
JUL 22 1981  
SECRET