



The Landings Racquet & Swim Club

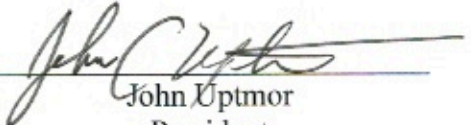
c/o Lawrence Community Management Group
1507 Lear Industrial Parkway, Suite 1
Avon, Ohio 44011

February 18, 2020

Attachment to Form 1024 for:
The Landings Racquet and Swim Club, Inc.
Avon, OH 44011
Employer Identification Number (EIN): 34 - 1258773

CERTIFICATION

I, John Uptmor, hereby certify that the attached are a conformed copy of the Articles of Incorporation for The Landings Racquet and Swim Club, Inc., and that they contain all the powers, principles, purposes, functions, and other provisions by which the corporation governs itself.


John Uptmor
President



Doc ID: 022038030002 Type: OFF
Kind: MISCELLANEOUS
Recorded: 11/05/2019 at 08:16:32 AM
Fee Amt: \$38.00 Page 1 of 2
Lorain County, Ohio
Judith M Nedwick County Recorder
File **2019-0737035**

**AMENDMENT TO THE BY-LAWS
OF THE LANDINGS RACQUET
AND SWIM CLUB, INC.**

WHEREAS, the Landings Racquet and Swim Club, Inc. is an Ohio non-profit corporation;

WHEREAS, the By-Laws of the Landings Racquet and Swim Club, Inc. have been recorded with the Lorain County Recorder on November 18, 2010 as Document No. 2010-0354656;

WHEREAS, Article IV, Section 1 of the By-Laws of the Landings Racquet and Swim Club, Inc. provides that the By-Laws of the Landings Racquet and Swim Club, Inc. may be amended by the affirmative vote of a majority of the voting Trustees present if a quorum is present at the meeting duly called for amending such By-Laws;

WHEREAS, on August 7, 2019, a meeting was called for amending the By-Laws of the Landings Racquet and Swim Club, Inc. at which a quorum of the Trustees was present;

WHEREAS, at the August 7, 2019 meeting, the Trustees of the Landings Racquet and Swim Club, Inc. unanimously approved the amendment of Article II, Section 1 and Article V, Section 2 of the By-Laws of the Landings Racquet and Swim Club, Inc.

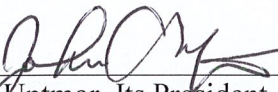
NOW THEREFORE, based on the unanimous vote of the Trustees of the Landings Racquet and Swim Club, Inc., Article II, Section 1 of the By-Laws of the Landings Racquet and Swim Club, Inc. is replaced in its entirety with the following:

Section 1. Annual Meetings. The annual meeting of Trustees for the election of officers, the consideration of reports to be laid before such meeting, and the transaction of other such business as may be properly brought before such meeting shall be held at the office of the corporation or at such other place as shall be designated by the majority of Trustees and specified in the notice of such meeting, at 8:00 p.m., or at such other time as shall be designated by the majority of Trustees and specified in the notice of the meeting. The first meeting of the Trustees shall be held on October ____, 1978. Thereafter, the annual meeting of the Trustees shall be held on the first day of December in each succeeding year thereafter, if not a legal holiday, and if a legal holiday, then on the next succeeding business day.

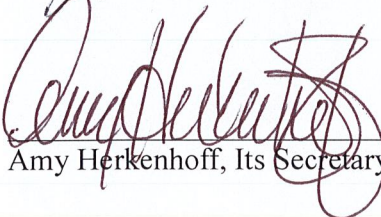
and Article V, Section 2 of the By-Laws of the Landings Racquet and Swim Club, Inc. is replaced in its entirety with the following:

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of each year.

The Landings Racquet and Swim Club, Inc. has caused the execution of this Amendment this 23rd day of October, 2019.



John Uptmor, Its President

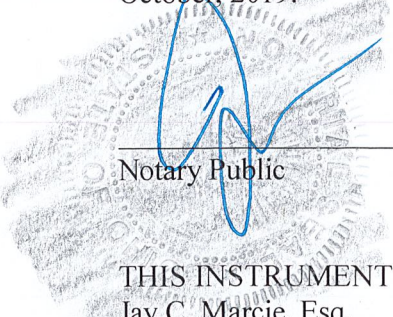


Amy Herkenhoff, Its Secretary

STATE OF OHIO)
)SS.
COUNTY OF LORAIN)

BEFORE ME, a Notary Public in and for said County and State, personally appeared the Landings Racquet and Swim Club, Inc., an Ohio non-profit corporation, by its President, John Uptmor, and its Secretary, Amy Herkenhoff, who acknowledged that they did sign the foregoing instrument, and that the same is their free act and deed personally and as such member and the free act and deed of such non-profit corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 23rd day of October, 2019.



JAY C. MARCIE, ATTORNEY AT LAW
NOTARY PUBLIC • STATE OF OHIO
My commission has no expiration date
Section 147.03 O.R.C.

Notary Public

THIS INSTRUMENT PREPARED BY:
Jay C. Marcie, Esq.
1001 Jaycox Road, Suite 1
Avon, Ohio 44011
(440) 937-6600

MARCIE & ASSOCIATES LPA
1001 JAYCOX RD
SUITE 1
AVON, OH 44011

ARTICLES OF INCORPORATION
OF
THE LANDINGS RACQUET AND SWIM CLUB, INC.

The undersigned, a citizen of the United States, desiring to form a corporation, not for profit, under the General Corporation Act of the State of Ohio, does hereby certify:

FIRST: The name of said corporation shall be The Landings Racquet and Swim Club, Inc.

SECOND: The period of duration of said corporation shall be perpetual.

THIRD: The place in this State where the principal office of the corporation is to be located is the City of Avon Lake, County of Lorain.

FOURTH: The purposes for which said corporation is formed are: The corporation is organized as a corporation not for profit under the provisions of Ohio Revised Code Title 17, and is a management association for recreational real estate. The purpose for which the corporation is organized is to provide an entity responsible for the operation and administration of a certain recreation center known as "The Landings Racquet and Swim Club" and, further, the purpose for which it is organized is for the collection and disbursement of funds and for the formulation of rules and regulations for the operation of a recreational facility, and the doing of all things necessary and incident thereto.

FIFTH: The street address and the initial office of the corporation is located at 445 Avon Belden Road, Avon Lake, Lorain County, Ohio 44012, and the name of its initial agent is Barry J. Edelstein, whose address is 445 Avon Belden Road, Avon Lake, Lorain County, Ohio 44012.

SIXTH: The number of Trustees constituting the initial Trustees of the Corporation is three, and the names and addresses of the persons who are to serve as the initial Trustees are:

Barry J. Edelstein - 61 Landings Way, Avon Lake, Ohio 44012

James A. Judge - 32926 Lake Road, Avon Lake, Ohio 44012

Arthur E. Armbrecht - 225 Avon Belden Road, Avon Lake, Ohio 44012.

SEVENTH: Qualification of Members and Manner of Their Election. There shall be thirteen members of this corporation, who are hereinafter designated as Trustees, six of whom shall be elected by the Landings Condominium Owners' Associations 1 through 6, Inc. Each Owners' Association shall be entitled to elect one Trustee for a term to run until their successors are duly elected and qualified. The six additional Trustees shall be elected at large by The Landings

Detached Single-Family Residential Homeowners' Association, Inc., and shall serve for a term until their successors are duly elected and qualified. The thirteenth Trustee shall be appointed by H. R. Kopf and shall serve until a subsequent thirteenth Trustee is appointed by H. R. Kopf.

EIGHTH: Name and Address of Incorporator. The name of the subscriber to these Articles of Incorporation is John H. Parker, and his residence is 31300 Lake Road, Bay Village, Ohio 44140.

NINTH: By-Laws. The original By-Laws of this Corporation are to be made by the three initial Trustees. The same may thereafter be amended, altered, or rescinded only in accordance with the provisions of such By-Laws relating to amendment.

TENTH: Amendment of Articles of Incorporation. These Articles of Incorporation may be amended only in accordance with the provisions of the By-Laws relating to amendment.

ELEVENTH: Powers. The Corporation shall have all of the following powers:

11.1 Chapter 1702. All the powers of an association as set forth in Chapter 1702 of the Ohio Revised Code.

11.2 Leasehold. To acquire and enter into agreements whereby it acquires leaseholds, memberships, or other possessory or use interests in lands or facilities, including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium and Residential Subdivisions, intended to provide for the enjoyment, recreation, or other use or benefit of all owners.

11.3 Management. To contract with a third party for the management of The Landings Racquet and Swim Club, and to delegate to the contractor all powers and duties of this Corporation except such as are specifically required by the By-Laws to have approval of the Trustees of the Corporation.

I, the undersigned, being the subscriber hereto, do hereby subscribe to the Articles of Incorporation, and in witness whereof I have hereunder set my hand this 15th day of September, 1978.

(signed)

John H. Parker, Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of THE LANDINGS RACQUET AND SWIM CLUB, INC., hereby appoints BARRY J. EDELSTEIN, a natural person resident in the County in which the Corporation has its principal office, as its 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 said statutory agent is 445 Avon Belden Road, Avon Lake, Lorain County, Ohio 44012.

(signed)

John H. Parker, Incorporator

Dated: September 15, 1978.

ACCEPTANCE OF APPOINTMENT

FOR

THE LANDINGS RACQUET AND SWIM CLUB, INC.

The undersigned hereby accepts appointment as statutory agent of the above Corporation upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served.

(signed)

Barry J. Edelstein

BY-LAWS

OF

THE LANDINGS RACQUET AND SWIM CLUB, INC.

The within By-Laws are executed pursuant to Chapter 1702 of the Ohio Revised Code by the three original Trustees, as provided in the Articles of Incorporation. Their purpose is to provide for the establishment of a management association for recreational real estate known as The Landings Racquet and Swim Club located at The Landings in Avon Lake, Ohio.

ARTICLE I

THE CORPORATION

Section 1. Name and Nature of the Corporation. The corporation shall be an Ohio corporation not for profit and shall be called The Landings Racquet and Swim Club, Inc.

Section 2. Membership. There shall be thirteen members of this corporation, who are hereinafter designated as Trustees, six of whom shall be elected by the Landings Condominium Owners' Associations Nos. 1 through 6, Inc. (each condominium owners' association being entitled to elect one Trustee), and six of whom shall be elected at large by The Landings Detached Single-Family Residential Homeowners' Association, Inc., such Trustees to serve for a term to run until their successors are duly elected and qualified. The thirteenth Trustee shall be appointed by H. R. Kopf and shall serve until his successor is designated and appointed by H. R. Kopf.

Notwithstanding the provisions of the foregoing, nothing herein shall be construed to prevent either the six Trustees from The Landings Detached Single-Family Residential Homeowners' Association, Inc. or the six Trustees from The Landings Condominium Owners' Associations Nos. 1 through 6, Inc. from selecting a nominee to represent their respective interests in this Corporation.

Section 3. Voting Rights. Each Trustee shall be entitled to one vote, the total number of votes of all voting Trustees being thirteen.

Section 4. Termination of Trusteeship. The Trustees, by affirmative vote of two-thirds, may suspend or expel a Trustee for cause after an appropriate hearing and, by majority vote of those present at a legally constituted meeting, may terminate the trusteeship of any Trustee who becomes ineligible for membership.

Section 5. Resignation. Any Trustee may resign by filing a written resignation with the Secretary of the Corporation.

Section 6. Vacancies. Any vacancy in Trusteeships, for any reason, must be filled by the respective Association within 30 days of notification. Notice of any such vacancy will be given to the respective Association by this corporation.

ARTICLE II

MEETINGS OF TRUSTEES

Section 1. Annual Meetings. The annual meeting of Trustees for the election of officers, the consideration of reports to be laid before such meeting, and the transaction of other such business as may be properly brought before such meeting shall be held at the office of the corporation or at such other place as shall be designated by the majority of Trustees and specified in the notice of such meeting, at 8:00 P. M., or at such other time as shall be designated by the majority of Trustees and specified in the notice of the meeting. The first meeting of the Trustees shall be held on October ____, 1978. Thereafter, the annual meeting of the Trustees shall be held on the first day of May in each succeeding year thereafter, if not a legal holiday, and if a legal holiday, then on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the Trustees may be held on any business day when called by at least four Trustees. Upon request in writing delivered either in person or by certified mail to the President or the Secretary of the Corporation by any persons entitled to call a meeting of Trustees, such officer shall forthwith cause to be given to the Trustees entitled thereto notice of a meeting to be held on a date not less than seven (7) nor more than sixty (60) days after the receipt of such request, as such officer may fix. If such notice is not given within thirty (30) days after the delivery or mailing of such request, the persons calling the meeting may fix the time of such meeting and give notice thereof. Each special meeting shall be called to convene at 8:00 P. M. and shall be held at the office of the corporation or at such other place as shall be specified in the notice of meeting.

Section 3. Notices of Meetings. Not less than seven (7) nor more than sixty (60) days before the day fixed for a meeting of the Trustees, written notice stating the time, place and purpose of such meeting shall be given by or at the direction of the Secretary of the Corporation or any other person or persons required or permitted by these By-Laws to give such notice. The notice shall be given by personal delivery or by mail to each Trustee. If mailed, the notice shall be addressed to the Trustees at their respective addresses as they appear on the records of the Corporation. Notice of the time, place and purposes of any meeting of Trustees may be waived in writing, either before or after the holding of such meeting, by any Trustees, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Trustee at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 4. Quorum. Seven Trustees shall constitute a quorum.

Section 5. Proxies. At any meeting of Trustees a Trustee entitled to vote may vote by proxy executed in writing by the Trustee or his duly authorized attorney in fact or nominee. The person appointed as proxy need not be a Trustee of the Corporation.

Section 6. Action by Trustees Without a Meeting. Any action which may be authorized or taken at a meeting of the Trustees may be taken without a meeting with the affirmative vote or approval of and writings signed by at least seven voting Trustees.

Section 7. Attendance at Meetings. Attendance of a duly called meeting is required. Notification of absence, for any reason, is to be given to an officer of this Corporation. Three absences will be considered just cause for the Board of Trustees to take action to terminate the Trusteeship of any Trustee, whenever, in their judgement, the absences are not justifiable.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Trustees, by a majority vote, may elect or appoint such officers at the regular annual meeting of the Trustees. Any two or more offices may be held by the same person, but all offices shall be held by Trustees. In the event that any officer ceases to be a Trustee, for any reason, the office is then to be considered vacant. Each officer shall hold office until his successor has been duly elected and has been qualified.

Section 2. Removal. Any officer elected or appointed by the Trustees may be removed by the Trustees, with or without cause, whenever in their judgement the best interests of the Corporation would be served thereby.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Trustees at any time for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Trustees. He may sign, with the Secretary or any other proper officer of the Corporation authorized by a majority of the Trustees, any deeds, mortgages, bonds, contracts or other instruments that a majority of the Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by a majority of Trustees either by these By-Laws or by statute to some other officer or agent of the Corporation; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by a majority of the Trustees from time to time.

Section 5. Vice President. In the absence of the President or in event of his inability or refusal to act, the Vice President shall

perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by a majority of the Trustees.

Section 6. Treasurer. If required by a majority of the Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as a majority of the Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by a majority of the Trustees; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by a majority of the Trustees.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation, if any, and see that such seal, if any, is affixed to all documents the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address or each Trustee, which shall be furnished to the Secretary by each Trustee; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by a majority of the Trustees.

ARTICLE IV

POWERS AND DUTIES OF TRUSTEES

Section 1. General Duties. The Corporation, through a majority of its Trustees, may take such steps or whatever action is necessary to protect and preserve the leased premises consisting of The Landings Racquet and Swim Club, Common Street Area and Park Area. The Trustees may further adopt such uniform rules and regulations governing the use and enjoyment of said property, and shall have the right to levy annual and special assessments which may be necessary for maintenance, improvement or other capital expenditures or for emergency operating, maintenance and repair costs. All annual and special assessments shall be a charge upon The Landings Condominium Owners' Associations Nos. 1 through 6, Inc., and The Landings Detached Single-Family Homeowners' Association, Inc. Further, the Trustees shall have the right to charge reasonable admission and other fees for use of the leased premises and to issue annual permits to non-owners for the use of all or part of the premises described above, when and upon such terms as may be determined from time to time by a majority of the Trustees.

Section 2. Annual Assessments. The annual assessment to all Condominium Owners' Associations and the Homeowners' Association in The

Landings shall be levied by the Trustees prior to the date of the annual meeting of the Trustees, in such amount as in their discretion shall be reasonably necessary to meet expenses anticipated during the coming year and to accumulate reasonable reserves for anticipated future operating and capital expenditures. At the annual meeting of the Trustees, the amount of the annual assessment may be increased or decreased by the majority vote of the voting power of the corporation. Further, such annual assessments shall be paid monthly in advance to the corporation.

Section 3. Special Assessments. Special assessments may be levied by the Corporation from time to time at a meeting of the Trustees (annual or special) by the affirmative vote of a majority of the voting power of the Corporation. Special assessments may, if so stated in the Trustees' resolution authorizing such assessment, be payable in installments over a period of years.

Section 4. Due Dates of Assessments; Defaults. The due date of the annual assessment shall be January 1 in each year. The due date of any special assessment or installment thereof shall be fixed in the resolution of the Trustees authorizing such assessment, and written notice of such special assessment or installment thereof shall be given to each Condominium Owners' Association and the Residential Homeowners' Association at least sixty (60) days in advance of such due date.

If an annual or special assessment, or installment of a special assessment, is not paid within thirty (30) days after the due date, such delinquent assessment or installment shall bear interest from the due date at the rate of eight percent (8%) per annum, and the Corporation may after such thirty (30) day period bring an action at law against the Condominium Owners' Association or the Residential Homeowners' Association responsible for the payment of such assessment, and (additionally or alternatively) may foreclose the lien against the property, and in the event a judgement is obtained, such judgement shall include interest on the assessment or installment amount as above provided, together with the costs of the action. The Corporation may file in the office of the County Recorder a notice of lien to evidence any delinquent assessment or installment, but the Corporation shall not be under any duty to file such notice of lien, and its failure or omission to do so shall not in any way impair or affect the Corporation's lien and other rights in and against the property and against the Residential Homeowners' Association or Condominium Owners' Association responsible for such payment.

Section 5. Lease Payments. The Corporation shall have the power and authority to enforce rental payments from the Residential Homeowners' Association and the Condominium Owners' Associations to the Builder-Developer, H. R. Kopf (all Associations having entered into Leases with H. R. Kopf for The Landings Racquet and Swim Club, Common Street Area and Park Area. The Corporation shall have the power to take whatever action may be necessary at law or in equity to enforce the terms and conditions of said Leases, all of which have been made part of the By-Laws of the respective Associations.

Section 6. Membership Certificates. Each Condominium Unit Owner and Sublot Owner in all Condominium Owners' Associations and the Residential Homeowners' Association, by acquisition of his Family Unit or Sublot, shall receive a membership certificate in The Landings Racquet and Swim Club, entitling such Owner to the enjoyment and use of the Recreation, Common Street and Park Areas. Title to such certificate shall pass with the transfer of title to all Condominium Family Units and Residential Sublots, and shall otherwise be non-transferrable and non-assignable. All memberships, assignments of certificates, transfers of membership, assignments of Subleases and privileges of membership shall be exclusively controlled by the provisions of the By-Laws of the Residential Homeowners' Association and of the Condominium Owners' Associations, the By-Laws of The Landings Racquet and Swim Club, Inc., and such rules and regulations as may be promulgated by a majority of the voting power of this Corporation.

ARTICLE V

MISCELLANEOUS

Section 1. Books and Records. The Corporation shall keep complete and correct books and records of account, and shall also keep minutes of the proceedings of Trustees' meetings, and shall keep at the principal office of the Corporation a record giving the names and addresses of the Trustees entitled to vote. All books and records of the Corporation may be inspected by any Family Unit Owner or Sublot Owner, his agent or attorney, for any proper purpose at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of June and end on the 31st day of May in each year.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Ohio Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or By-Laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after holding such a meeting, shall be deemed equivalent to the giving of such notice. The waiver or waivers in writing shall be filed with or entered upon the records of the meeting.

ARTICLE IV

AMENDMENTS

Section 1. Power of Trustees to Amend By-Laws. The By-Laws of this Corporation may be amended, repealed, or added to, or new By-Laws may be adopted, by the affirmative vote of a majority of the voting Trustees present if a quorum is present at a meeting duly called for the purpose of amending such By-Laws.

Section 2. Power of Trustees to Amend Articles of Incorporation. The Articles of Incorporation of this Corporation may be amended, repealed or added to, or new Articles of Incorporation may be adopted, by the affirmative vote of seventy-five percent (75%) of the voting

power of this Corporation at a meeting duly called for the purpose of amending the Articles of Incorporation.

IN WITNESS WHEREOF, THE LANDINGS RACQUET AND SWIM CLUB, INC., acting by and through its initial Trustees, has executed these By-Laws, this 13th day of October, 1978.

THE LANDINGS RACQUET AND SWIM CLUB, INC.

By _____ (signed)
Barry J. Edelstein

And _____ (signed)
James A. Judge

And _____ (signed)
Arthur E. Ambrecht