

**FIFTH AMENDMENT TO
DECLARATION OF COVENANTS
CONDITIONS AND RESTRICTIONS**

FOR

MILLWOOD

THIS INSTRUMENT PREPARED BY:

MC
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PLAT REFERENCE:

Book 153
Pages 14 and 14A

PRIOR RECORDINGS:

Declaration:	93-0220-C11
Plat Amendment:	93-0699-A06
First Amendment:	94-0372-D08
Second Amendment:	95-0035-A08
Third Amendment:	97-0214-A01
Fourth Amendment:	01-0241-B06

**FIFTH AMENDMENT TO
DECLARATION OF COVENANTS CONDITIONS AND RESTRICTIONS**

THIS FIFTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS ("Amendment") is made by the Members representing not less than 75% of the voting power of the entire membership, effective as of the date of recording of this instrument, under the circumstances summarized in the following Recitals, which utilize capitalized terms as defined in the Declaration.

RECITALS

A. On April 16, 1993, G&K Investments, an Ohio general partnership, ("Declarant"), executed and recorded a Declaration of Covenants Conditions and Restrictions for the Millwood subdivision ("Declaration"). The Declaration is recorded at Microfiche Number 93-0220-C11 of the Deed Records of Montgomery County, Ohio. The plat of Phase I of the subdivision is recorded at Book 153, Pages 14-14A of the Plat Records of Montgomery County, Ohio.

B. On September 27, 1993, Declarant formed the Millwood Homeowners' Association, Inc. ("HOA"), a non-profit corporation organized and existing under the provisions of Chapter 1702 of the Ohio Revised Code.

C. Declarant subsequently executed and recorded a Plat Amendment to Declaration, effective as of November 3, 1993, for the purpose of subjecting the subdivision to the Declaration and any amendments thereto. The Plat Amendment is recorded at Microfiche Number 93-0699-A06 of the Deed Records of Montgomery County, Ohio.

D. Article XII, Section 12.01 allows the Declaration to be amended only with the approval of Members exercising not less than 75% of the voting power of the entire membership, and requires that any such amendment be in writing and effective on the date it is recorded.

E. On May 5, 2010, the annual meeting of the HOA was held, and as part of the agenda, which was provided to all homeowners in the annual meeting notice issued on April 19, 2010, was to enact certain amendments to the Declaration more specifically set forth below.

F. On May 5, 2010, the Members entitled to exercise not less than 75% of the voting power of the entire membership, by proxy and personal appearance, approved the amendment to the Declaration more specifically set forth below.

G. The Board of Trustees executes and ratifies this Amendment on behalf of the Members, under Section 12.01 of the Declaration.

AMENDMENT TO DECLARATION

NOW, THEREFORE, the Members make the following Fifth Amendment to the Declaration of Covenants Conditions and Restrictions for Millwood:

1. Article XII, Section 12.01 of the Declaration of Covenants, Conditions, and Restrictions is hereby amended to read as follows in its entirety:

12.01 General. Unless otherwise provided, this Declaration may be amended only with the approval of Members exercising not less than fifty-one percent (51%) of the majority of the members present and voting, including any qualified proxies, at any annual homeowners meeting or any special meeting, where an action needs to be taken. Any such Amendment shall be in writing and effective on the date when it is recorded.

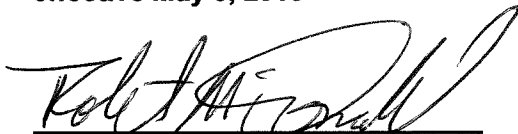
2. **Defined Terms.** All capitalized words and phrases in the Amendment have the same meanings as defined in the Declaration, as amended.

3. **Effect of Amendment.** With the exception of the revisions set forth herein, all terms and conditions of the Declaration and previous amendments are the same, and remain in full force and effect to the same extent as if the terms of this Amendment had been included as a part of the original Declaration.

The voting Members and the Members providing proxies have requested the Trustees of the Millwood Homeowners Association, Inc. execute this Amendment on their behalf.


IN WITNESS WHEREOF, the Trustees of the Millwood Homeowners' Association, Inc. have caused this Amendment to be executed by themselves personally, and are duly authorized upon the vote of the membership of the association as well as those members providing proxies.

**THE BOARD OF TRUSTEES OF THE MILLWOOD HOMEOWNERS' ASSOCIATION, INC.,
effective May 5, 2010**



Robert McDonald, Trustee

Date: 6/9/10



Mike Riley, Trustee

Date: 6/9/10




Steve Henne, Trustee

Date: 6-9-10

STATE OF OHIO)
) SS:
COUNTY OF MONTGOMERY)

Michael E. Henne
Notary Public
In and for the State of Ohio
My commission expires May 3, 2011

The foregoing instrument was acknowledged before me this 9 day of June, 2010, by Robert McDonald, in his official capacity as Trustee, who acknowledged the execution of this Amendment to be his free act and deed.

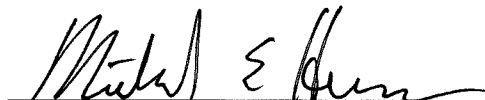


Notary Public

STATE OF OHIO)
) SS:
COUNTY OF MONTGOMERY)

Michael E. Henne
Notary Public
In and for the State of Ohio
My commission expires May 3, 2011

The foregoing instrument was acknowledged before me this 9 day of June, 2010, by Mike Riley, in his official capacity as Trustee, who acknowledged the execution of this Amendment to be his free act and deed.




Notary Public

STATE OF OHIO)
) SS:
COUNTY OF MONTGOMERY)

Michael E. Henne
Notary Public
In and for the State of Ohio
My commission expires May 3, 2011

The foregoing instrument was acknowledged before me this 9 day of June, 2010, by Steve Henne, in his official capacity as Trustee, who acknowledged the execution of this Amendment to be his free act and deed.



Notary Public

This Instrument Prepared By
And After Recording Return To:

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