

**FIRST AMENDMENT TO THE BY-LAWS AND REGULATIONS OF
TANGLEWOOD HOMEOWNERS' ASSOCIATION**

WHEREAS, the Tanglewood Declaration of Covenants, Conditions, Restrictions, Easements and Liens is recorded in Volume 732, Page 790 of the Deed Records of Clermont County, Ohio (hereinafter the "DECLARATION") and Exhibit "C" to the Declaration is the By-Laws and Regulations of Tanglewood Homeowners' Association; and

WHEREAS, the Declaration, By-Laws, and amendments thereto are binding on all owners of the property described in Exhibit "A" attached; and

WHEREAS, the owners desire to amend the By-Laws with respect to certain provisions; and

WHEREAS, Article X, Section 10.5 of the By-Laws permits a majority of the Members of the Association to amend the By-Laws;

Now therefore, pursuant to Article X, Section 10.5, the By-laws are hereby amended as follows:

1. Article I, Section 1.1 of Exhibit "C" to the Declaration, the By-Laws and Regulations of Tanglewood Homeowners' Association, Inc., is hereby modified as follows:

Section 1.1 Name and Location. The name of the corporation is Tanglewood Homeowners' Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 6337 Dustywind Lane, Loveland, Ohio 45140, but meetings of members and trustees may be held at such places within Hamilton or Clermont Counties, State of Ohio as may be designated by the Board of Trustees.

2. ~~Article III, Section 3.1 of Exhibit "C" to the Declaration, the By-Laws and Regulations of Tanglewood Homeowners' Association, Inc., is hereby deleted and the following shall be substituted in its place:~~

~~Annual~~ meetings of the Members shall be held on the first Tuesday in March, at a time and place to be fixed by the Board.

3. ~~Article IV, Section 4.2 of Exhibit "C" to the Declaration, the By-Laws and Regulations of Tanglewood Homeowners' Association, Inc., is hereby deleted and the following shall be substituted in its place:~~

Each trustee shall hold office for a term of two (2) 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 By-Laws that the terms of the Trustees shall be staggered, with four (4) trustees being elected in even numbered years and three (3) trustees being elected in odd numbered years. The terms of the current trustees elected by the owners and in

office as of the date of execution of this Amendment shall be adjusted to carry out this intent.

The undersigned officers of TANGLEWOOD HOMEOWNERS' ASSOCIATION, INC. hereby certify that the preceding amendment was duly adopted, pursuant to Article X, Section 10.5 of the By-Laws, by the majority of the votes of the Members of the Association present at a regular meeting or at a special meeting called for the purpose of amending the By-Laws at which a quorum of the Members was present, in person or by proxy.

IN WITNESS WHEREOF, the Tanglewood Homeowners' Association, Inc. has executed this Amendment this 30 day of DECEMBER, 1996.

WITNESSES:

Paul R. Buerkle
(Signature)

Tanglewood Homeowners' Association, Inc.

Paul R. Buerkle
(Print Name)

By: Debbie Wells
Debbie Wells, President

Flurence M. Isaac
(Signature)

FLURENCE M. ISAAC
(Print Name)

WITNESSES:

[Signature]
(Signature)

By: Wayne Elliott
Wayne Elliott, Secretary
ELLIOTT WAZ 1/3/97

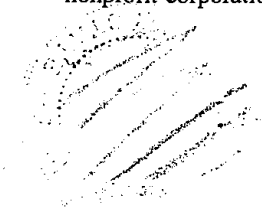
Paul R. Weir
(Print Name)

[Signature]
(Signature)

KEVIN LEE
(Print Name)

STATE OF OHIO)
CLERMONT)SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 30TH day of DECEMBER, 1997, by Debbie Wells, President of the Tanglewood Homeowners' Association, Inc., an Ohio nonprofit corporation, on behalf of the corporation.

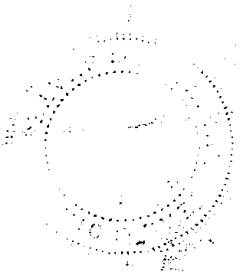


Florence M. Isaac
Notary Public

FLORENCE M. ISAAC
Notary Public, State of Ohio
My Commission Expires Nov. 1, 1999

STATE OF OHIO)
COUNTY OF HAMILTON)SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 3 day of JAN., 1997, by Wayne Elliot, Secretary of the Tanglewood Homeowners' Association, Inc., an Ohio nonprofit corporation, on behalf of the corporation.



Wayne Elliot
Notary Public

My Commission Expires June 22, 1998

Prepared by Amy Schott Ferguson

EXHIBIT "A"

Situated in Miami Township, Clermont County, Ohio and Lytle Military Survey No. 3332 and being more particularly described as follows:

All of Lots 36 through 84 inclusive of Tanglewood Subdivision, Section IV, as recorded in Plat Book 3, Pages 788 and 789, Clermont County, Ohio Records.

Lots numbered 86 and 106 of Tanglewood, Section I, as the same appears on the recorded plat thereof in Plat Book U, Pages 46 and 47, in the office of the Recorder of Clermont County, Ohio.

Lot number 20 of Tanglewood, Section III, as the same appears on the recorded plat thereof in Plat Cabinet 3, Pages 166, 167 and 168, in the office of the Recorder of Clermont County, Ohio.

Lots numbered 144-187, inclusive, of Tanglewood, Section V, as the same appears on the recorded plat thereof in Plat Cabinet 4, Pages 90, 91 and 92 in the office of the Recorder of Clermont County, Ohio.

RECEIVED FOR RECORD
CAROL M. GREEN
97 APR - 7 PM 2:48
CLERMONT CO. RECORDER
CANTON, OHIO