

Exhibit "E"

Resolution Amending By-Laws and Regulations Of Park Hills Subdivision Homeowners' Association

At a special meeting of the members of Park Hills Homeowners, Association, a corporation not for profit organized and existing under the laws of the State of Ohio, at which a quorum was present in person or by proxy, the following resolution was adopted by the affirmative vote of members holding at least two-thirds (2/3) of the voting power of the Association, acting by and through K.E. Showalter and P.J. Schneider, their duly appointed proxies and attorneys-in-fact pursuant to powers attorney and proxy dated, 19th day of May, 1994 to the 27th day of April, 1995 and recorded the 19th day of May, 1995 in Volume 6761, Pages 848,,862,879,893,907 and 921 in the office of the Recorder of Hamilton County, Ohio:

RESOLVED That the By-Laws and Regulations of Park Hills Subdivision Homeowners' Association be and the same hereby are amended in the following respects:

1. Section 3.1 thereof is hereby repealed and in lieu thereof the following amended Section 3.1 is adopted:

The annual meeting of members of the Association shall be held on the second Monday in February of each year or upon such other date as may be determined by the Board of Trustees and set forth in the Notice of Meetings required by Section 3.3 hereof. The annual meeting shall be called to order at 7:30 o'clock p.m.

2. Section 3.4, pertaining to quorum is hereby repealed in its entirety; and in lieu thereof the following amendment is hereby adopted:

Section 3 .4 Quorum. (A) The voting Members present, whether in person or by proxy, at any meeting, or adjourned meeting, of voting Members shall constitute a quorum for such meeting, but no action required by law, the Articles of Incorporation or the By-Laws and Regulations of Park Hills Subdivision Homeowners' Association for to be authorized or taken by a specified proportion or number of the voting Members may be authorized or taken by a lesser Proportion or number.

(B) A majority of the voting Members present at a meeting, whether in person or by proxy, may adjourn such meeting from time to time.

3. Section 3.5, pertaining to adjourned meetings is hereby repealed in its entirety; and in lieu thereof the following amendment is hereby adopted:

Section 3.5. Adjourned Meetings. Any regular or special or adjourned meeting of the Members of the Association which shall have been adjourned pursuant to Section 3.5 (B) hereof may be adjourned, or, in the case of a previously adjourned meeting, may be further adjourned to any future date and/or hour without further notice; and any business which might lawfully have been transacted at the meeting as originally called may be transacted at the adjourned meeting.

4. Section 4.2 is hereby repealed in its entirety; and in lieu thereof the following amendment is hereby adopted:

Section 4.2. Term of Office. All Trustees should be elected by the members for a term of one (1) Year, or until their successors are elected and qualified.

5. In all other respects, each of the remaining Articles and Sections of the By-Laws and Regulations of the Association is hereby ratified and affirmed.

ATTEST:

K.E. Showalter, President
P.J. Schneider, Secretary
May 23, 1995