

CERTIFICATE OF INCORPORATION

EASTLAWN WOODS EXECUTIVE COMMUNITY ASSOCIATION, INC.
(A NONSTOCK CORPORATION)

The undersigned incorporator hereby forms a corporation under the Nonstock Corporation Act of the State of Connecticut:

1. The name of the corporation is: EASTLAWN WOODS EXECUTIVE COMMUNITY ASSOCIATION, INC.

2. The nature of the activities to be conducted or the purposes to be promoted or carried out by the corporation, as follows:

(a) To operate the Common Interest Community known as Eastlawn Woods Executive Community Association, Inc., located in Torrington, Connecticut in accordance with the requirements for an Association of Unit Owners charged with the administration of property under the Common Interest Ownership Act of the General Statutes of the State of Connecticut, as amended, including, without limiting the generality of the foregoing, the performance of the following acts and services on a not-for-profit basis:

i. The acquisition, construction, management, supervision, care, operation, maintenance, renewal and protection of all buildings, structures, grounds, roadways and other facilities and installations and appurtenances thereto relating to the Property of the Common Interest Community; to provide maintenance for the Common Elements within the Common Interest Community; to provide garbage and trash collection; to provide security protection; to maintain lands or trees; to supplement municipal services; to enforce any and all covenants, restrictions and agreements applicable to the Common Interest Community; and, insofar as permitted by law, to do any other thing that, in the opinion of the Executive Board, will promote the common benefit and enjoyment of the residents of the Common Interest Community.

ii. The preparation of estimates and budgets of the costs and expenses of rendering such services and performing, or contracting or entering into agreements for such performance, as provided for in or contemplated by this Section 2, and the apportionment of such estimated costs and expenses among and the collection thereof from the Unit Owners obligated to assume or bear the same, and the borrowing of money for its purposes, pledging as security the income due from Unit Owners and from others and property of the corporation and the Common Elements of the Common Interest Community.

iii. Enforcing on behalf of said Unit Owners, such Rules as may be made or promulgated by the Executive Board with respect to the safe occupancy, reasonable use and enjoyment of the buildings, structures, and grounds and facilities of the Common Interest Community, and to enforce compliance therewith including the levy of fines.

iv. Performing or causing to be performed, all such other additional services and acts as are usually performed by managers or managing agents of real estate developments, including without limitation, keeping or causing to be kept,

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appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.

(b) To retain counsel, auditors accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities herein described.

(c) to do and perform or cause to be performed all such other acts and services that may be necessary, suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law and to acquire, sell, mortgage, lease or encumber any real or personal property for the purposes aforesaid.

(d) To promote the health, safety, welfare, and common benefit of the residents of the Common Interest Community.

(e) To do any and all acts and things permitted to be done by a Common Interest Community Association under the Common Interest Ownership Act, the Declaration, the Bylaws, and by a nonstock corporation under the laws of the State of Connecticut.

Notwithstanding the foregoing, no part of the net earnings of the corporation may inure (other than by acquiring, constructing or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any member.

3. The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

4. The class, right and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a Unit in the Common Interest community shall be a member of the corporation. There shall be one membership for each Unit owned within the Common Interest Community. Such membership shall be automatically transferred upon the conveyance of such Unit. Voting shall be one vote per unit and the vote to which each membership is entitled is the vote assigned to its Unit in the Declaration of the Common Interest Community. If a Unit is owned by more than one person, such persons shall agree among themselves how a vote for such Unit's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co-owner for the entire Unit's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Unit objects at the time the vote is cast, in which case such membership's vote shall not be counted.

The members shall be of one class: Unit Owners who shall own such Units as defined in the Declaration. These Unit Owners shall elect all members of the Executive Board, following the period of Declarant control defined below.

Notwithstanding the foregoing, the Declarant of the Common Interest Community shall have such additional rights and qualifications as may be provided under the Common Interest Ownership Act and the Declaration, including the right to appoint members of the Executive Board as follows: The

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Declaration provides that during the period of Declarant control, the Declarant, or persons designated by him or her, subject to certain limitations contained in the Declaration, may appoint and remove the officers and members of the Executive Board. The period of Declarant control terminates no later than the earlier of (1) sixty days after conveyance of sixty percent of the Units that may be created to Unit Owners other than a Declarant; (2) two years after all Declarants have ceased to offer Units for sale in the ordinary course of business; or (3) two years after any right to add new Units was last exercised. The Declarant may voluntarily surrender the right to appoint and remove officers and Directors of the Executive Board before the termination of that period, but in that event the Declarant requires, for the duration of the period of Declarant control, that specified actions of the Association or Executive Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.

Not later than sixty days after conveyance of one-third of the units that may be created to Unit Owners other than the Declarant, at least one member and not less than one-third of the members of the Executive Board shall be elected by Unit Owners other than the Declarant.

Except as otherwise provided above, not later than the termination of any period of Declarant control, the Unit Owners shall elect an Executive Board of at least three members, at least a majority of whom shall be Unit Owners. The Executive Board shall elect the officers. The Executive Board members and officers shall take office upon election.

Notwithstanding any provision of the Declaration or Bylaws to the contrary, the Unit Owners, by a two-thirds vote of all persons present and entitled to vote at any meeting of the Unit Owners at which a quorum is present may remove any member of the Executive Board with or without cause, other than a member appointed by the Declarant.

Holders of Security Interests in the Units may have or be granted certain rights of approval or disapproval of certain actions of the corporation or its members.

5. The corporation shall exist perpetually.

Dated at Torrington, Connecticut, this 12th day of September, 1985.

I hereby declare under penalties of false statement, that the statements made in the foregoing certificate are true.

Walter J. Matar
Incorporator

State of Connecticut
Filed _____, 1985

Secretary of the State

by **FILED**
STATE OF CONNECTICUT

SEP 13 1985

Galen H. Griffin

SECRETARY OF THE STATE

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rec went 1/23/86 RB
Rec - Gallicchio, Merati, Griffin
& Griffin
157 Migeon Ave
Torrington, CT 06790

APPOINTMENT OF STATUTORY AGENT FOR SERVICE
DOMESTIC CORPORATION
NEW YORK, NEW YORK

1276

VOL: 054

TO: The Secretary of the State of Connecticut

EASTLAWN WOODS EXECUTIVE COMMUNITY ASSOCIATION, INC.

The undersigned corporation hereby appoints statutory agent for service of process of the following

Joseph J. Gallicchio

157 Migeon Avenue, Torrington, Ct.

06790

383 Windtree, Torrington, Ct.

06790

Victor J. Matera

Victor J. Matera

September 12, 1985

Joseph J. Gallicchio

Joseph J. Gallicchio

FILED
STATE OF CONNECTICUT

SEP 13 1985

John H. Fother

SECRETARY OF THE STATE

mam Time *2:45 P.M.*

CERTIFICATION	
REC. SENT	1/23/86 RB