

195065A004	17/20/92KN37010	35.00
195065A004	17/20/92KN00100	30.00
195065A004	17/20/92KN037100	35.00
195065A004	17/20/92KN037100	35.00

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CERTIFICATE OF INCORPORATION
(Nonstock Corporation)

OLD FIELD ASSOCIATION, INC.

The undersigned hereby forms a corporation under the Non-stock Corporation Act of the State of Connecticut.

1. The name of the corporation is:

OLD FIELD ASSOCIATION, INC.

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

(a) To act as the association of unit owners of the condominium to be established and known as Old Field (the "Condominium") in connection with the administration of the operation and management of the Condominium in accordance with the provisions of the Connecticut Common Interest Ownership Act, the Declaration, the By-Laws of the corporation and the Rules and Regulations promulgated pursuant thereto and in connection therewith to perform or cause to be performed the following acts and services:

(1) To supervise, care for, operate and maintain all the buildings, structures, grounds, ways and other facilities, installations, ~~personal~~ property and appliances belonging or relating to the Condominium.

(2) To prepare annually or more often than annually estimates of the costs and expenses of rendering such services and performing said functions, and to apportion such estimated costs and expenses among the unit owners obligated to bear the same.

(3) To make, promulgate and enforce, on behalf of unit owners of the Condominium, compliance with such Rules and Regulations as may be necessary or proper from time to time, with respect to the safe occupancy and reasonable use and enjoyment of such buildings, structures, grounds, ways and facilities, and to perform in respect of the Condominium all such other and additional services and acts as are customarily performed by managers or managing agents of real property, including without limitation, keeping or causing to be kept appropriate books and records, preparing and filing all necessary reports and returns, making or causing to be made audits of books and accounts, retaining counsel, auditors and accountants, appraisers and other persons or services as may be necessary for or incidental to any of the foregoing purposes.

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(b) To do and perform or cause to be performed all such other acts and services as may be necessary, suitable or incidental to any of the foregoing purposes and objects.

(c) Without being limited by the foregoing, to engage in any lawful act or activity for which corporations may be formed under the Nonstock Corporation Act of the State of Connecticut, Chapter 600 of the Connecticut General Statutes, as amended.

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

4. The classes, rights, privileges, qualifications, obligations, and the manner of appointment of members are as follows:

(a) The corporation shall have only a single class of members;

(b) There shall be one membership appurtenant to the ownership of each Unit in the Condominium which shall belong to the owner thereof, or if more than one, shared by the co-owners in the same proportions as they share their ownership interest and each owner or co-owner shall be considered a member of the corporation.

(c) Each membership shall be entitled to vote on each matter submitted to the membership for action in accordance with the votes in the association allocated to the Unit in the Declaration.

(d) Membership shall not be terminated except that the membership appurtenant to a Unit in the Condominium shall be transferred automatically to the grantee(s) of an ownership interest in the Unit upon the conveyance of such interest (except a conveyance by virtue of a mortgage deed) or to anyone acquiring title to a Unit as a result of foreclosure proceedings whereupon the membership interest of the grantor(s) or the foreclosed owner, as the case may be, shall cease and the foreclosing party or the purchaser at the foreclosure sale, as the case may be, shall succeed to such membership interest.

(e) No members other than the Declarant of the Condominium shall be entitled to vote on any matter, other than the ratification of the annual budget, until the first meeting of the corporation at which members other than the Declarant may vote for the election of any directors. The first meeting of the corporation at which members other than the Declarant may vote for the election of members shall be held within sixty (60) days after conveyance to unit owners other than the Declarant of one-third of the Units that may be created in the Condominium. At

such meeting, members other than Declarant shall vote to elect by majority vote, two (2) members of the Board of Directors to hold office for a term of one (1) year and until their respective successors are elected and qualified, or if the "period of Declarant control" shall have terminated at the time of said meeting, all unit owners (including the Declarant) shall vote to elect the full Board of Directors.

As used in this certificate the term "period of Declarant control" shall mean the period commencing on the date of the filing of the Declaration and terminating upon the earliest of the following: (a) sixty (60) days after conveyance of sixty percent (60%) of the Units that may be created in the Condominium to unit owners other than the Declarant, (b) two (2) years after all Declarants have ceased to offer units for sale in the ordinary course of business, (c) two (2) years after any right to add new Units to the Condominium was last exercised and (d) five (5) years after the initial recording of the Declaration of the Condominium on the Southbury Land Records.

(f) Each member shall have the rights, privileges and obligations granted to or imposed upon unit owners by the provisions of the Connecticut Common Interest Ownership Act, the Declaration, the Bylaws of the Corporation and the Rules and Regulations promulgated pursuant thereto.

5. Until the first meeting of the corporation at which members other than the Declarant may vote for the election of directors, the Corporation shall have three (3) directors. From and after the first meeting of the corporation at which members other than the Declarant may vote for the election of directors, the Corporation shall have five (5) directors who shall be classified with respect to the time in which they shall severally hold office by dividing them into two classes: Class A and Class B. At the first meeting at which Unit Owners other than the Declarant may vote for the election of directors, three (3) Class A directors shall be elected to hold office for a term of two (2) years, or until their respective successors are elected and qualified and two (2) Class B directors shall be elected to hold office for a term of one (1) year, or until their respective successors are elected and qualified. If members other than the Declarant are then only entitled to elect two (2) directors, they shall elect the Class B directors and the Class A directors shall be appointed by the Declarant. Thereafter at each annual meeting, a successor shall be elected for each Director whose term expires in that year to hold office for a term of two (2) years, or until his successor is elected and qualified, so that the term of one class of Directors will expire each year.

6. The personal liability of the directors to the corporation or its members is limited to the fullest extent permitted by Section 33-427(c) of the Connecticut General

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Statutes as now or from time to time in the future amended or supplemented.

7. Elections of directors by the members may be conducted and/or any other action to be voted on by the members may be voted upon by mail, to the full extent permitted by Section 33-466(b) of the Connecticut General Statutes, as now or from time to time in the future amended or supplemented, in such manner and on such terms as the Board of Directors shall determine for the particular election or vote, provided, that no response may be required before fifteen (15) days after the ballot for the election or other vote is mailed to the members.

8. The duration of the corporation is perpetual.

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

Dated at Waterbury, Connecticut this 24th day of July, 1992.

Ed. Hill
Edward S. Hill, Incorporator

FILED
STATE OF CONNECTICUT
JUL 28 1992

RECEIVED OF THE STATE
JUL 28 1992

FF 10
RC 25
FF 30
VAP 50
115.00

HTTN: SJB
Ginger & Henry
ONE Exchange Place
P.O. Box 2480
Waterbury, CT 06722-2480

Rec'd
7/31/92

APPOINTMENT OF STATUTORY AGENT FOR SERVICE
DOMESTIC CORPORATION
61-6 Rev. 6/88

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Secretary of the State
30 Trinity Street
Hartford, CT 06106

Name of Corporation: Old Field Association, Inc.

Complete All Blanks

The above corporation appoints as its statutory agent for service, one of the following:

Name of Natural Person Who is Resident of Connecticut	Business Address	Zip Code
Maureen L. Morrill	457 Main St. South Southbury, CT	06488
	Residence Address	Zip Code
	457 Main St. South Southbury, CT	06488

Name of Connecticut Corporation	Address of Principal Office in Conn. (If none, enter address of appointee's statutory agent for service)

Name of Corporation (Not organized under the Laws of Conn.)*	Address of Principal Office in Conn. (If none, enter "Secretary of the State of Conn.")

*Which has procured a Certificate of Authority to transact business or conduct affairs in this state.

AUTHORIZATION

Original Appointment (Must be Signed by a majority of Incorporators)	Name of Incorporator (Print or Type)	Signed (Incorporator)	Date
	Edward S. Hill	<i>[Signature]</i>	7/17/92
	Name of Incorporator (Print or Type)	Signed (Incorporator)	
	Name of Incorporator (Print or Type)	Signed (Incorporator)	

Subsequent Appointment	Name of President, Vice President or Secretary	Date
	Signed (President, or Vice President or Secretary)	

Acceptance: Name of Statutory Agent for Service (Print or Type)	Signed (Statutory Agent for Service)
Maureen L. Morrill	<i>[Signature]</i>

For Official Use Only

Rec; CC: Edward S. Hill
Gager & Henry
One Exchange Place
P.O. Box 2480
Waterbury, CT 06722-2480

FILED
STATE OF CONNECTICUT

JUL 28 1992

Please provide filer's name and complete address for mailing receipt