

**PUBLIC OFFERING STATEMENT**  
**HUNTER'S CHASE AT LITCHFIELD**

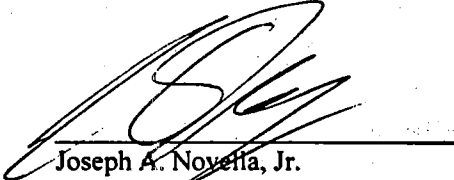
**EXHIBIT B**  
**BYLAWS AND CERTIFICATE OF INCORPORATION**

## HUNTER'S CHASE AT LITCHFIELD ASSOCIATION, INC.

## CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, president of Hunter's Chase at Litchfield Association, Inc., the association of unit owners for a common interest community known as Hunter's Chase at Litchfield, the declaration of which is recorded contemporaneously herewith, certifies that the attached Bylaws are the initial bylaws of the association as adopted by its incorporator.

Dated: October 19, 2005

  
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 Joseph A. Novella, Jr.  
 President  
 Hunter's Chase at Litchfield Association, Inc.

## TABLE OF CONTENTS

ARTICLE I .....	1
Introduction.....	1
ARTICLE II .....	1
Executive Board .....	1
Section 2.1 - Number and Qualification; Termination of Declarant Control.....	1
Section 2.2 - Powers and Duties.....	2
Section 2.3 - Standard of Care.....	5
Section 2.4 - Additional Limitations.....	5
Section 2.5 - Manager.....	5
Section 2.6 - Removal of Directors.....	5
Section 2.7 - Vacancies.....	5
Section 2.8 - Regular Meetings.....	6
Section 2.9 - Special Meetings.....	6
Section 2.10 - Location of Meetings.....	6
Section 2.11 - Waiver of Notice.....	6
Section 2.12 - Quorum of Directors.....	6
Section 2.13 - Compensation.....	7
Section 2.14 - Consent to Corporate Action.....	7
ARTICLE III.....	7
Home Site Owners.....	7
Section 3.1 - Annual Meeting.....	7
Section 3.2 - Budget Meeting.....	7
Section 3.3 - Special Meetings.....	8
Section 3.4 - Place of Meetings.....	8
Section 3.5 - Notice of Meetings.....	8
Section 3.6 - Waiver of Notice.....	8
Section 3.7 - Adjournment of Meeting.....	9
Section 3.8 - Order of Business.....	9
Section 3.9 - Voting.....	9
Section 3.10 - Quorum.....	10
Section 3.11 - Majority Vote.....	10
ARTICLE IV .....	10
Officers .....	10
Section 4.1 - Designation.....	10
Section 4.2 - Election of Officers.....	11
Section 4.3 - Removal of Officers.....	11
Section 4.4 - President.....	11

Section 4.5 - Vice President .....	11
Section 4.6 - Secretary .....	11
Section 4.7 - Treasurer .....	12
Section 4.8 - Agreements, Contracts, Deeds, Checks, etc. ....	12
Section 4.9 - Compensation .....	12
Section 4.10 - Resale Certificates and Statements of Unpaid Assessments .....	12
Section 4.11 - Moderator of Meetings .....	13
ARTICLE V .....	13
Enforcement .....	13
Section 5.1 - Fine for Violation. ....	13
ARTICLE VI .....	13
Indemnification .....	13
Section 6.1 - Indemnification of Directors and Officers. ....	13
ARTICLE VII .....	13
Records .....	13
Section 7.1 - Records and Audits. ....	13
Section 7.2 - Examination. ....	14
Section 7.3 - Records .....	14
Section 7.4 - Form Resale Certificate .....	15
ARTICLE VIII .....	15
Miscellaneous .....	15
Section 8.1 - Notices .....	15
Section 8.2 - Fiscal Year .....	15
Section 8.3 - Waiver. ....	15
Section 8.4 - Office .....	15
Section 8.5 - Rules of Order. ....	16
ARTICLE IX .....	16
Amendments to Bylaws .....	16
Section 9.1 - Amendments to Bylaws .....	16

## ARTICLE I

### Introduction

These are the Bylaws of Hunter's Chase at Litchfield Association, Inc. Initial capitalized terms are defined in Article I of the Declaration.

## ARTICLE II

### Executive Board

#### Section 2.1 - Number and Qualification; Termination of Declarant Control.

- (a) The affairs of the Common Interest Community and the Association shall be governed by an Executive Board which, until the termination of the period of Declarant control, shall consist of three persons, and following such date shall consist of not less than three and not more than seven persons as established by a resolution of the Home Site Owners, the majority of whom, excepting the Directors appointed by the Declarant, shall be Home Site Owners. If any Home Site is owned by a partnership, limited liability company or corporation, any officer, partner, member or employee of that Home Site Owner shall be eligible to serve as a Director and shall be deemed to be a Home Site Owner for the purposes of the preceding sentence. Directors shall be elected by the Home Site Owners except for those appointed by the Declarant. At any meeting at which Directors are to be elected, the Home Site Owners may, by resolution, adopt specific procedures for conducting the elections, not inconsistent with these Bylaws or the Corporation Laws of the State of Connecticut.

- (b) The terms of at least one-third (1/3) of the Directors shall expire annually, as established in a resolution of the Home Site Owners setting terms.
- (c) Section 8.9 of the Declaration shall govern appointment of Directors of the Executive Board during the period of Declarant control.
- (d) The Executive Board shall elect the officers. The Directors and officers shall take office upon election.
- (e) At any time after Home Site Owners other than the Declarant are entitled to elect a Director, the Association shall call and give not less than fourteen nor more than thirty days' notice of a meeting of the Home Site Owners for this purpose. Such meeting may be called and the notice given by any Home Site Owner if the Association fails to do so.

1  
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### Section 2.2 - Powers and Duties.

The Executive Board may act in all instances on behalf of the Association, except as provided in the Declaration, the Bylaws, or the Act. The Executive Board will have, subject to the limitations contained in this Declaration and the Act, the powers and duties necessary for the administration of the affairs of the Association and of the Common Interest Community that will include, but not be limited to, the following:

- (a) Except as provided in subsection (b) of this section, and subject to the provisions of the Declaration, the Executive Board may:
  - (i) Adopt and amend bylaws and rules and regulations;
  - (ii) Adopt and amend budgets for revenues, expenditures and reserves and determine Common Expenses;
  - (iii) Collect assessments for Common Expenses from Home Site Owners;
  - (iv) Hire and discharge managing agents;
  - (v) Hire and discharge other employees, agents, other than managing agents, and independent contractors;
  - (vi) Institute, defend or intervene in litigation or administrative proceedings in the Association's name on behalf of the Association or two or more Home Site Owners on matters affecting the Common Interest Community;
  - (vii) Make contracts and incur liabilities;
  - (viii) Regulate the use, Maintenance, Repair, Replacement and modification of Common Elements;
  - (ix) Cause additional improvements to be made as a part of the Common Elements;
  - (x) Acquire, hold, encumber and convey in the Association's name any right, title or interest to real property or personal property, but Common Elements may be conveyed or subjected to a security interest only pursuant to section 47-254 of the Act;
  - (xi) Grant easements, including permanent easements and leases, licenses and concessions for no more than one year through or over the Common Elements;

2  
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- (xii) Impose and receive any payments, fees or charges for the use, rental or operation of the Common Elements, other than Limited Common Elements described in subsections (2) and (4) of section 47-221 of the Act, and for services provided to Home Site Owners;
- (xiii) Impose charges or interest or both for late payment of assessments and, after Notice and Hearing, levy reasonable fines for violations of the Declaration, Bylaws, Rules and Regulations of the Association;
- (xiv) Impose reasonable charges for the preparation and recordation of amendments to the Declaration, resale certificates required by Section 47-270 of the Act or statements of unpaid assessments;
- (xv) Provide for the indemnification of its officers and Directors, and maintain Directors' and officers' liability insurance;
- (xvi) Assign the Association's right to future income, including the right to receive Common Expense Assessments, subject to the provisions of Article XX of the Declaration;
- (xvii) Exercise any other powers conferred by the Declaration or Bylaws;
- (xviii) Exercise all other powers that may be exercised in this state by legal entities of the same type as the Association;
- (xix) Exercise any other powers necessary and proper for the governance and operation of the Association;
- (xx) Require, by regulation, that disputes between the Executive Board and Home Site Owners or between two or more Home Site Owners regarding the Common Interest Community must be submitted to nonbinding alternative dispute resolution in the manner described in the regulation as a prerequisite to commencement of a judicial proceeding;
- (xxi) By resolution, establish committees, permanent and standing, to perform any functions above as specifically delegated in the resolution establishing the committee, and also, by resolution, to dissolve committees. Any committee must maintain and publish notice of its actions to Home Site Owners and the Executive Board. However, actions taken by a committee may be appealed to the Executive Board by any Home Site Owner within 45 days of publication of such notice, and such committee action must be ratified, modified, or rejected by the Executive Board at its next regular meeting; and

3

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- (b) Unless otherwise permitted by the Declaration or the Act, the Executive Board may adopt Rules that affect the use or occupancy of Home Sites only to:
  - (i) Prevent any use of a Home Site that violates the Declaration;
  - (ii) Regulate any occupancy of a Home Site which violates the Declaration or adversely affects the use and enjoyment of other Home Sites or the Common Elements by other Home Site Owners; or
  - (iii) Restrict the leasing of residential Home Sites to the extent those rules are reasonably designed to meet first mortgage underwriting requirements of institutional lenders who regularly purchase or insure first mortgages on units in common interest communities, provided no such restrictions shall be enforceable unless notice thereof is recorded on the land records of each town in which any part of the common interest community is located. Such notice shall be indexed in the grantor index of such land records in the name of the Association.

Except as provided above, the Association may not regulate any use or occupancy of Home Sites.

- (c) If a tenant of a Home Site Owner violates the Declaration, Bylaws, or Rules, in addition to exercising any of its powers against the Home Site Owner, the Association may:
  - (i) Exercise directly against the tenant the powers described in subdivision (xiii) of Subsection (a) of this Section;
  - (ii) After giving notice to the tenant and the Home Site owner and an opportunity to be heard, levy reasonable fines against the tenant or Home Site owner, or both, for the violation; and
  - (iii) Enforce any other rights against the tenant for the violation which the Home Site owner as landlord could lawfully have exercised under the lease, including any such right to bring a summary process action under Chapter 832 of the Connecticut General Statutes.
- (d) The rights granted under subdivision (iii) of Subsection (c) of this Section may only be exercised if the tenant or Home Site Owner fails to cure the violation within ten days after the Association notifies the tenant and Home Site Owner of that violation.
- (e) Unless a lease otherwise provides, this section does not:

- (i) Affect rights that the Home Site Owner has to enforce the lease or that the Association has under other law; or
- (ii) Permit the Association to enforce a lease to which it is not a party except to the extent that there is a violation of the Declaration, Bylaws, or Rules.

### Section 2.3 – Standard of Care.

In the performance of their duties, the officers and Directors appointed by the Declarant or by an Executive Board appointed by the Declarant shall exercise the degree of care and loyalty required of a trustee and the officers and Directors not appointed by the Declarant or by an Executive Board appointed by the Declarant shall exercise the degree of care and loyalty required of an officer or director of a corporation organized under the Connecticut Revised Nonstock Corporation Act.

### Section 2.4 - Additional Limitations.

The Executive Board shall be additionally limited pursuant to Article XXV of the Declaration.

### Section 2.5 - Manager.

The Executive Board may employ a Manager for the Common Interest Community at a compensation established by the Executive Board, to perform such duties and services as the Executive Board shall authorize. The Executive Board may delegate to the Manager only the powers granted to the Executive Board by these Bylaws under Subdivisions (iii), (v), (vii) and (viii) of Subsection 2.2(a). Licenses, concessions and contracts may be executed by the manager pursuant to specific resolutions of the Executive Board, and to fulfill the requirements of the budget.

### Section 2.6 - Removal of Directors.

The Home Site Owners, by a two-thirds vote of all persons present and entitled to vote at any meeting of the Home Site Owners at which a quorum is present, may remove any Director of the Executive Board with or without cause, other than a Director appointed by the Declarant.

Section 2.7 - Vacancies.

Vacancies in the Executive Board caused by any reason other than the removal of a Director by a vote of the Home Site Owners, may be filled at a special meeting of the Executive Board held for that purpose at any time after the occurrence of any such vacancy, even though the Directors present at such meeting may constitute less than a quorum, in the following manner:

5

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- (a) Vacancies of Directors whom Home Site Owners other than the Declarant elected, shall be filled by a majority of the remaining such Directors constituting the Executive Board. Each person so elected or appointed shall be a Director until the next meeting at which Directors are elected, at which time the Home Site Owners shall elect a Director to serve the remainder of the term, if any.
- (b) Vacancies of Directors whom the Declarant has the right to appoint, shall be filled by the Declarant.

Section 2.8 - Regular Meetings.

The first regular meeting of the Executive Board following each annual meeting of the Home Site Owners shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Home Site Owners at the meeting at which such Executive Board shall have been elected. No notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the Directors shall be present. The Executive Board may set a schedule of additional regular meetings by resolution and no further notice is necessary to constitute such regular meetings.

Section 2.9 - Special Meetings.

Special meetings of the Executive Board may be called by the President or by a majority of the Directors on at least three business days' notice to each Director. The notice shall be hand-delivered or mailed and shall state the time, place and purpose of the meeting.

Section 2.10 - Location of Meetings.

All meetings of the Executive Board shall be held within the Town of Litchfield or the towns immediately contiguous to it, unless all Directors consent in writing to another location.

Section 2.11 - Waiver of Notice.

Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director and filed with the minutes of the meeting. Attendance by a Director at any meeting of the Executive Board shall constitute a waiver of notice unless the Director, at the beginning of the meeting, or promptly after his or her arrival, objects to holding the meeting, or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.12 - Quorum of Directors.

- (a) At all meetings of the Executive Board, a majority of the Directors then in office shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the meeting. If, at any meeting, there shall be less than a

6

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quorum present, a majority of those present may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present any business which might have been transacted at the meeting originally called may be transacted without further notice.

- (b) The Executive Board may permit any or all Directors to participate in a meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

#### Section 2.13 - Compensation.

A Director may receive a fee from the Association for acting as such, as may be set by resolution of the Home Site Owners, and reimbursement for necessary expenses actually incurred in connection with his or her duties. Directors acting as officers or employees may also be compensated for such duties.

#### Section 2.14 - Consent to Corporate Action.

If all the Directors or all Directors of a committee established for such purposes, as the case may be, severally or collectively consent in writing to any action taken or to be taken by the Association, and the number of the Directors or committee constitutes a quorum for such action, such action shall be a valid corporate action as though it had been authorized at a meeting of the Executive Board or the committee, as the case may be. The secretary shall file such consents with the minutes of the meetings of the Executive Board.

### **ARTICLE III Home Site Owners**

#### Section 3.1 - Annual Meeting.

Annual meetings of Home Site Owners shall be held each year during the months of November or December. At such meeting, the Directors shall be elected by the Home Site Owners, in accordance with the provisions of Article II. The Home Site Owners may transact other business at such meetings as may properly come before them.

#### Section 3.2 - Budget Meeting.

Meetings of Home Site Owners to consider proposed budgets and other assessments shall be called in accordance with Sections 19.4 and 19.5 of the Declaration. Budget and other assessments may be considered at Annual or Special Meetings called for other purposes as well.

#### Section 3.3 - Special Meetings.

Special meetings of Home Site Owners may be called by the president. a majority of the Executive Board, or by Home Site Owners having twenty percent of the Votes in the Association.

#### Section 3.4 - Place of Meetings.

Meetings of the Home Site Owners shall be held at such suitable place convenient to the Home Site Owners as may be designated by the party calling the meeting.

#### Section 3.5 - Notice of Meetings.

Except for budget meetings, for which notice shall be given in accordance with Sections 19.4 and 19.5 of the Declaration, the secretary or other officer specified in the Bylaws shall cause notice to be hand-delivered or sent prepaid by United States mail to the mailing address of each Home Site or to any other mailing address designated in writing by the Home Site Owner, not less than fourteen nor more than thirty days in advance of any meeting. The notice of any meeting shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration or Bylaws, any budget changes and any proposal to remove an officer or Director of the Executive Board. No action shall be adopted at a meeting except as stated in the notice.



**Section 3.6 - Waiver of Notice.**

- (a) Any Home Site Owner may waive notice of any meeting. The waiver must be in writing, signed by the Home Site Owner and filed with the minutes of the meeting.
- (b) Attendance by a Home Site Owner at any meeting of the Home Site Owners
  - (i) Shall constitute a waiver of notice unless the Home Site Owner at the beginning of the meeting objects to holding the meeting, or transacting business at the meeting; and
  - (ii) Shall constitute a waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Home Site Owner objects to considering the matter when it is presented.

8

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**Section 3.7 - Adjournment of Meeting.**

At any meeting of Home Site Owners, a majority of the Home Site Owners who are present at such meeting, either in person or by proxy, may adjourn the meeting to another time.

**Section 3.8 - Order of Business.**

The order of business at all meetings of the Home Site Owners shall be as follows to the extent stated in or required by the notice of the meeting:

1. Roll call (or check-in procedure).
2. Proof of notice of meeting.
3. Reading of minutes of preceding meeting.
4. Reports.
5. Establish number and term of memberships of the Executive Board (if required and noticed).
6. Election of inspectors of election (when required).
7. Election of Directors of the Executive Board (when required).
8. Ratification of Budget (if required and noticed).
9. Unfinished business.
10. New business.

**Section 3.9 - Voting.**

- (a) If only one of several owners of a Home Site is present at a meeting of the Association, that owner is entitled to cast the Vote allocated to that Home Site. If more than one of the owners are present, the Vote allocated to that Home Site may be cast only in accordance with the agreement of a majority in interest of the owners. There is majority agreement if any one of the owners casts the Vote allocated to that Home Site without protest being made promptly to the person presiding over the meeting by any of the other owners of the Home Site.
- (b) Votes allocated to a Home Site may be cast pursuant to a proxy duly executed by a Home Site Owner. If a Home Site is owned by more than one person, each owner of the Home Site may vote or register protest to the casting of Votes by the

9

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other owners of the Home Site through a duly executed proxy. A Home Site Owner may revoke a proxy given pursuant to this Subsection only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates one year after its date unless it specifies a shorter term.

- (c) The Vote of a corporation or business trust may be cast by any officer of such corporation or business trust in the absence of express notice of the designation of a specific person by the board of directors or Bylaws of the owning corporation or business trust. The Vote of a partnership may be cast by any general partner of the owning partnership in the absence of express notice of the designation of a specific person by the owning partnership. The moderator of the meeting may require reasonable evidence that a person voting on behalf of a corporation, partnership or business trust owner is qualified so to vote.
- (d) No votes allocated to a Home Site owned by the Association may be cast.
- (e) In the case of amendments to the Declaration, Home Site Owners may also indicate their assent by written agreement.

#### Section 3.10 - Quorum.

Except as otherwise provided in these Bylaws, the Home Site Owners present in person or by proxy, at any meeting of Home Site Owners, shall constitute a quorum at such meeting.

#### Section 3.11 - Majority Vote.

The vote of a majority of the Home Site Owners present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all Home Site Owners for all purposes except where a higher percentage vote is required in the Declaration, these Bylaws or by law.

### **ARTICLE IV Officers**

#### Section 4.1 - Designation.

The principal officers of the Association shall be the president, the vice president, the secretary and the treasurer, all of whom shall be elected by the Executive Board. The Executive Board may appoint an assistant treasurer, an assistant secretary, and such other officers as in its judgment may be necessary. The president and vice president, but no other officers, need be

**Directors.** Any two offices may be held by the same person, except the offices of president and vice president, and the offices of president and secretary. The office of vice president may be vacant.

#### Section 4.2 - Election of Officers.

The officers of the Association shall be elected annually by the Executive Board at the organization meeting of each new Executive Board and shall hold office at the pleasure of the Executive Board.

#### Section 4.3 - Removal of Officers.

Upon the affirmative vote of a majority of the Directors, any officer may be removed, either with or without cause, and his or her successor may be elected at any regular meeting of the Executive Board, or at any special meeting of the Executive Board called for that purpose.

Section 4.4 - President.

The president shall be the chief executive officer of the Association. Except as provided in Section 4.11, he or she shall preside at all meetings of the Home Site Owners and of the Executive Board. He or she shall have all of the general powers and duties which are incident to the office of president of a non-stock corporation organized under the laws of the State of Connecticut, including but not limited to the power to appoint committees from among the Home Site Owners from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. He or she may fulfill the role of treasurer in the absence of the treasurer. The president, as attested by the secretary, may cause to be prepared and may execute amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.5 - Vice President.

The vice president shall take the place of the president and perform his or her duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Executive Board shall appoint some other Director to act in the place of the president, on an interim basis. The vice president shall also perform such other duties as may be imposed upon him or her by the Executive Board or by the president.

Section 4.6 - Secretary.

The secretary shall keep or cause to be kept the minutes of all meetings of the Home Site Owners and the Executive Board. He or she shall have charge of such books and papers as the Executive Board may direct and he or she shall, in general, perform all the duties incident to the office of secretary of a non-stock corporation organized under the laws of the State of Connecticut. The secretary may cause to be prepared and may attest to execution by the

11

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president of amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.7 - Treasurer.

The treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping or causing to be kept full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He or she shall be responsible for the deposit of all monies and other valuable effects in such depositories as may from time to time be designated by the Executive Board, and he or she shall, in general, perform all the duties incident to the office of treasurer of a nonstock corporation organized under the laws of the State of Connecticut. He or she may endorse on behalf of the Association for collection only, checks, notes and other obligations, and shall deposit the same and all monies in the name of and to the credit of the Association in such banks as the Executive Board may designate. He or she may have custody of and shall have the power to endorse for transfer on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association or as fiduciary for others.

Section 4.8 - Agreements, Contracts, Deeds, Checks, etc.

Except as provided in Sections 4.4, 4.6, 4.7 and 4.10 of these Bylaws, all agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any officer of the Association or by such other person or persons as may be designated by the Executive Board.

Section 4.9 - Compensation.

An officer may receive a fee from the Association for acting as such, as may be set by resolution of the Home Site Owners, and reimbursement for necessary expenses actually incurred in connection with his or her duties.

Section 4.10 - Resale Certificates and Statements of Unpaid Assessments.

The treasurer, assistant treasurer, or a manager employed by the Association, or, in their absence, any officer having access to the books and records of the Association, may prepare, certify, and execute resale certificates in accordance with Section 47-270 of the Act and statements of unpaid assessments in accordance with 47-258(h) of the Act.

The Association may charge a reasonable fee for preparing resale certificates and statements of unpaid assessments. The amount of this fee and the time of payment shall be established by resolution of the Executive Board. The Association may refuse to furnish resale certificates and statements of unpaid assessments until the fee is paid. Any unpaid fees may be assessed as a Common Expense against the Home Site for which the certificate or statement is furnished.

12

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#### Section 4.11 - Moderator of Meetings.

Because the president is the chief executive officer of the Association, from time to time it will be appropriate for him or her to participate in the debate at Association meetings, something he or she cannot do while chairing the meeting, the Home Site Owners may select a moderator to chair Association meetings either:

- (a) At the request of the president, or in his or her absence, the vice president; or
- (b) By Vote of the Home Site Owners at any time during a meeting.

The moderator may be, but does not have to be, a Home Site Owner.

### **ARTICLE V Enforcement**

#### Section 5.1 - Fine for Violation.

By resolution, following Notice and Hearing, the Executive Board may levy a fine of up to \$25.00 per day for each day that a violation of the Documents or Rules persists after such Notice and Hearing, but such amount shall not exceed that amount necessary to insure compliance with the rule or order of the Executive Board.

### **ARTICLE VI Indemnification**

#### Section 6.1 - Indemnification of Directors and Officers.

The Directors and officers of the Association shall have the liabilities, and be entitled to indemnification, as provided in Sections 33-1116 to 33-1124 of the Connecticut General Statutes, the provisions of which are hereby incorporated by reference and made a part hereof.

### **ARTICLE VII Records**

#### Section 7.1 - Records and Audits.

The Association shall maintain financial records. The financial records shall be maintained and audited in accordance with Article XVIII of the Declaration. The cost of the audit shall be a Common Expense unless otherwise provided in the Documents.

13

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Section 7.2 - Examination.

All records maintained by the Association or by the manager shall be available for examination and copying by any Home Site Owner, by any holder of a Security Interest in a Home Site, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, during normal business hours and after reasonable notice. The Executive Board may adopt regulations for the orderly inspection of records and for reimbursing the Association or its manager for the cost of making and providing copies.

Section 7.3 - Records.

The Association shall keep the following records, together with such other records as may be required by law or deemed appropriate by the Executive Board:

- a. An account for each Home Site which shall designate the name and address of each Home Site Owner the name and address of each mortgagee who has given notice to the Association that it holds a mortgage on the Home Site, the amount of each Common Expense assessment, the dates on which each assessment comes due, the amounts paid on the account, and the balance due.
- b. An account for each Home Site Owner showing any other fees payable by the Home Site Owner.
- c. A record of any capital expenditures anticipated by the Association for the current and next succeeding fiscal year.
- d. A record of the amount, and an accurate account of the current balance of any reserves for capital expenditures, replacement and emergency repairs.
- e. The current operating budget adopted pursuant to Subsection 47-257(a) of the Act and ratified pursuant to the provisions of Section 19.5 of the Declaration.
- f. A record of any unsatisfied judgments against the Association and the existence of any pending suits in which the Association is a defendant.
- g. A record of insurance coverage provided for the benefit of Home Site Owners and the Association.
- h. A record of the actual cost, irrespective of discounts and allowances, of the maintenance of the Common Elements.
- i. Annually the Association shall prepare a balance sheet showing the financial condition of the corporation as of a date not more than four (4) months prior thereto, and a statement of receipts and disbursements for twelve (12) months

prior to that date. The balance sheet and statement shall be kept for at least ten years from such date in the principal office of the Association.

- j. Tax returns for state and Federal income taxation.
- k. Minutes of proceedings of incorporators, Home Site Owners, Directors, committee of Directors and waivers of notice.

Section 7.4 - Form Resale Certificate.

The Executive Board shall adopt a form resale certificate to satisfy the requirement of Section 47-270 of the Act.

## ARTICLE VIII Miscellaneous

### Section 8.1 - Notices.

All notices to the Association or the Executive Board shall be delivered to the office of the Manager, or if there is no manager, to the office of the Association, or to such other address as the Executive Board may hereafter designate from time to time, by notice in writing to all Home Site Owners and to all holders of Security Interests in the Home Sites who have notified the Association that they hold a Security Interest in a Home Site. Except as otherwise provided, all notices to any Home Site Owner shall be sent to his or her address as it appears in the records of the Association. All notices to holders of Security Interests in the Home Sites shall be sent, except where a different manner of notice is specified elsewhere in the Documents, by registered or certified mail to their respective addresses, as designated by them from time to time, in writing, to the Association. All notices shall be deemed to have been given when mailed except notices of changes of address which shall be deemed to have been given when received.

### Section 8.2 - Fiscal Year.

The Executive Board shall establish the fiscal year of the Association.

### Section 8.3 - Waiver.

No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

### Section 8.4 - Office.

The principal office of the Association shall be on the Property or at such other place as the Executive Board may from time to time designate.

15

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### Section 8.5 - Rules of Order.

At all meetings of the Executive Board, the Association, or any committee, Robert's Rules of Order, Newly Revised, to such date amended, shall be followed, except in the event of conflict with the Declaration, these Bylaws, or applicable law.

## ARTICLE IX Amendments to Bylaws

### Section 9.1 - Amendments to Bylaws.

The Bylaws may be amended only pursuant to the provisions of Article XVI of the Declaration.

16

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Received for record October 24, 2005 at 11:28 A.M.

*Edylynn Anderson*  
Town Clerk

# CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

Office of the Secretary of the State  
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 05/07/2004

FILING #0003016648 PG 01 OF 06 VOL B-00811  
FILED 10/31/2005 08:30 AM PAGE 02680  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

\$40.00

Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.

## 1. NAME OF CORPORATION:

Hunter's Chase at Litchfield Association, Inc.

The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

## 2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:

☐ A. The corporation shall not have members.

☐ B. The corporation shall only have members, which are not entitled to vote.

☒ C. The corporation shall have one class of members.

☐ D. The corporation shall have multiple classes of members which classes are designated as follows:

Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the corporation's bylaws. Please see C.G.S. § 33-1055 & -1056.

## 3. APPOINTMENT OF REGISTERED AGENT: (Please select only one A. or B.)

### Name of agent:

#### A. Individual's Name:

REI Property & Asset Management, Inc.

### Business address:

2A Ives Street  
Danbury, CT 06810

### Residence address: (P.O. box is unacceptable)

N/A

#### B. Business Entity:

REI Property & Asset Management, Inc.

### Address: (P.O. box is unacceptable)

2A Ives Street  
Danbury, CT 06810

### Acceptance of appointment

By Arthur C. Stueck, II  
Its President

Signature of agent



Space For Office Use Only

FILING #0003016648 PG 02 OF 06 VOL B-00811  
FILED 10/31/2005 08:30 AM PAGE 02681  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

SEE ATTACHED

(Please reference an 8 1/2 X 11 attachment if additional space is required)

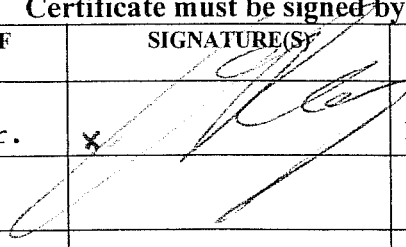
5. OTHER INFORMATION:

SEE ATTACHED

6. EXECUTION:

Dated this 19<sup>th</sup> day of October, 2005.

Certificate must be signed by each incorporator.

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
Joseph A. Novella, Jr.		Woodcrest Lane Danbury, CT 06810

ATTACHMENT TO

CERTIFICATE OF INCORPORATION

HUNTER'S CHASE AT LITCHFIELD 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: Hunter's Chase at Litchfield 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 operate the Common Interest Community known as Hunter's Chase at Litchfield, located in the towns of Litchfield and 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 and portions of the Home Sites 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, and the apportionment of such estimated costs and expenses among and the collection thereof from the Home Site Owners obligated to assume or bear the same, and the borrowing of money for its purposes, pledging as security the income due from Home Site Owners and from

others and property of the corporation and the Common Elements of the Common Interest Community.

- (iii) Enforcing on behalf of said Home Site 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 and 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, 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, inures (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, rights and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a Home Site in the Common Interest Community shall be a member of the corporation. There shall be one membership for each Home Site owned within the Common Interest Community. Such membership shall be automatically transferred upon the conveyance of such Home Site. Voting shall be one vote per Home Site and the vote to which each membership is

entitled is the vote assigned to its Home Site in the Declaration of the Common Interest Community. If a Home Site is owned by more than one person, such persons shall agree among themselves how a vote for such Home Site's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co-owner for the entire Home Site's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Home Site 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: Home Site Owners who shall own such Home Sites as defined in the Declaration. These Home Site 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 Declaration provides that during the period of Declarant control the Declarant, or persons designated by him, 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 Home Sites that may be created to Home Site Owners other than a Declarant; (2) two years after all Declarants have ceased to offer Home Sites for sale in the ordinary course of business; or (3) two years after any right to add new Home Sites was last exercised. The Declarant may voluntarily surrender the right to appoint and remove officers and Directors of the Executive Board before 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 Home Sites that may be created to Home Site 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 Home Site Owners other than the Declarant.

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

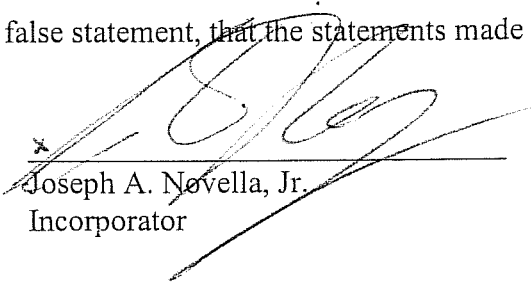
Notwithstanding any provision of the Declaration or Bylaws to the contrary, the Home Site Owners, by a two-thirds vote of all persons present and entitled to vote at any meeting of the Home Site Owners at which a quorum is present, may remove any member of the Executive Board with or without cause, other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

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

5. The terms of Directors may be staggered in accordance with the provisions of Section 33-1086 of the Connecticut Revised Nonstock Corporation Act by dividing the total number of Directors into up to three groups, with each group containing the same percentage of the total, as near as may be. In that event, the terms of Directors in the first group, if any, expire at the first such annual meeting of members, the terms of the second group, if any, expire at the second such annual meeting of members, and the terms of the third group, if any, expire at the third such annual meeting of members. At each such annual meeting thereafter Directors shall be chosen for a term of two years or three years, as the case may be, to succeed those whose terms expire.
6. The corporation shall exist perpetually.

Dated October 19, 2005

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

  
\_\_\_\_\_  
Joseph A. Novella, Jr.  
Incorporator

State of Connecticut

Filed

Secretary of the State

By