

**FIRST AMENDMENT
DECLARATION OF PROTECTIVE COVENANTS
AND COMMON EASEMENTS**

BY

DAVID A. HEAD

FOR

ANDROSCOGGIN VALLEY VIEWS

KNOW ALL MEN BY THESE PRESENTS THAT I, David A. Head of West Bethel, County of Oxford and State of Maine, established a subdivision known as Androscoggin Valley Views and by document entitled "Declaration of Protective Covenants and Common Easements" recorded in the Oxford County Registry of Deeds on June 6, 1990, in Book 1735, Pages 222-233, set forth those Protective Covenants and Common Easements governing said subdivision; and,

WHEREAS, I, the said David A. Head, do hereby amend those Protective Covenants and Common Easements as follows:

1. The original Plan of said subdivision recorded in the Oxford County Registry of Deeds as Plan No. 2408 was subsequently amended by Plan No. 2934.

2. Article I, Paragraph 5 is amended to reflect that there are twelve (12) and not fourteen (14) lots in Phase I.

3. Article VI, Paragraph 1 indicates that the By-Laws of the Association were to be attached as Exhibit A. Exhibit A was not attached to the original Declaration but is attached to this Amendment. Exhibit A is made a part of the original Declaration and this Amendment.

4. In all other respects, said Protective Covenants and Common Easements remain in full force and effect.

IN WITNESS WHEREOF, I, the said David A. Head, have executed this First Amendment of Declaration of Protective Covenants and Common Easements this 30 day of November, 1999.

Mary L. Lawrence
Witness

David A. Head
David A. Head

STATE OF MAINE
OXFORD, SS.

Nov 30, 1999

Then personally appeared the above named David A. Head and acknowledged the foregoing instrument to be his free act and deed.

Before me, Mary L. Lawrence
Notary Public

Print name: Mary L. Lawrence

EXHIBIT A

ANDROSCOGGIN VALLEY VIEWS ASSOCIATION

BY-LAWS

ARTICLE I

NAME

The name of the association is Androscoggin Valley Views Association (hereinafter from time to time called the "Association").

ARTICLE II

PURPOSES

The purpose of this Association is as follows:

To establish an Association of lot owners for the ownership, maintenance and control of the common areas, roadways and easements, if any, in Androscoggin Valley Views, a subdivision located in Gilead, Maine (which as it currently exists or as it shall be called the "Subdivision"), until such time as such roads and easements shall be accepted by the Town as public ways and to maintain the land of the Association to be located on the North Road in said Town, and further described in a Plan recorded in the Oxford County Registry of Deeds as Plan No. 2408 (the "Property"), as amended by Plan 2934.

In addition to all the powers, authority and responsibilities granted to or imposed upon this Association, by the laws of the State of Maine, all of which this Association shall have, this Association shall have the following specific powers to the fullest extent permitted by law:

To levy and collect assessments and other charges against members jointly and severally as lot owners so as to maintain (i) the common areas, road and walking easements in the Subdivision and (ii) the Property; to purchase, sell, or otherwise convey, maintain, repair, replace and restore real and personal property, to pledge and mortgage property of the Association; to grant easements for utilities and services; to take title to additional property including property for recreational purposes; to appoint agents, to hire employees, and to make contracts; to promulgate rules and regulations for members of the Association; and generally to do any and all lawful acts necessary or convenient for the fulfillment of the foregoing purposes and to exercise all powers and purposes permitted under Title 13-B of the Maine Revised States of 1964, as amended.

This Association is not organized for profit and no property or profit thereof shall inure to the benefit of any person, partnership or corporation except in furtherance of the nonprofit making purposes of the Association.

The Town of Gilead shall have the right, as its option, to enforce the obligations of the Association contained herein.

ARTICLE III

MEMBERS

Section 3.1. There shall be two classes of members. One class shall be "Regular Members" will full voting rights, and they shall consist of all of the lot owners of the subdivision. The other class, which shall consist of members who own lots outside the Subdivision but which have rights to easements in the Subdivision, shall be "Outside Members" who may have voting powers in matters pertaining to the road and to the rights of ways existing in the Subdivision. Outside Members shall be permitted membership in the Association only by vote of a majority of the Regular Members.

Section 3.2. Except as otherwise provided, membership shall not be transferable. The membership of owners of each lot shall terminate upon a sale, transfer or other disposition other than by mortgage, of the ownership interest of such owners in said lot, and thereupon the membership of any interest in this Association shall automatically transfer to and be vested in the next owner or owners succeeding to such ownership interest. It shall be the obligation of the new owner(s) to forward to the Association a certified copy of the deed into the new owner(s) so as to verify for the Association that the new owner(s) is/are the proper voting party(ies). Said certified copy can be obtained at the Oxford County Registry of Deeds after the deed has been recorded. The Association may, but shall not be required to, issue certificates or other evidence of membership therein.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.1. Meetings of the membership shall be held at the Subdivision or at such other place in the State of Maine as may be specified in the notice of the meeting.

Section 4.2. The annual meetings of the members shall be held each year on the second Saturday of the month of November, commencing in the year 2000, and shall be held on that day in each succeeding year. At such meeting there shall be elected a Board of Directors in accordance with the provisions of Article V and the annual

budget of the Association shall be approved. The members shall also transact such other business as may properly come before them.

Section 4.3. It shall be the duty of the President or in his/her absence or disability, the duty of the Secretary, to call a special meeting of the members as directed by resolution of a majority of the Board of Directors, or upon a petition signed by fifty percent (50%) of the Regular Members of the Association. The notice of any special meeting shall state the time, place and purposes thereof. No business shall be transacted at a special meeting except as stated in the said notice unless with the consent of three-fifths (3/5) of the votes present, either in person or by proxy.

Section 4.4. It shall be the duty of the Secretary, or upon his/her failure or neglect then of any officer or member, to mail by United States Mail, postage prepaid, a notice of each annual or special meeting stating the purpose, the time and place thereof to each designated member of record. With respect to any annual or special meeting such notice shall be so mailed at least seven (7) days but no more than thirty (30) days prior to the date so set for the meeting.

Section 4.5. The presence, either in person or by proxy, of the owners of at least thirty-five percent (35%) of the Regular Members of the Association shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of members.

Section 4.6. If at any meeting of members a quorum shall not be in attendance, a majority of Regular Members present may adjourn the meeting to a time not less than forty-eight (48) hours from the time at which the original meeting was called.

Section 4.7. Each member shall be entitled to one (1) vote for each lot owned by such member. If any member consists of more than one (1) person, the voting rights for such member shall be divided equally among the number of owners and shall be voted accordingly. Unless by express provisions of these By-Laws, a different vote is required, each question presented at a meeting shall be determined by a vote of a majority of lot owners. As used in these By-Laws, the term "majority of membership" shall mean those lot owners having more than fifty (50%) percent of the total authorized votes as determined in accordance with this Section 4.7 of all members present in person or by proxy and voting in any meeting of the members.

Section 4.8. The vote of any corporate, partnership or trust member may be cast on its behalf by any officer, partner, trustee, or beneficiary of such member and any such member may appoint, in writing, its officer, partner, trustee or beneficiary or any other

member as its proxy. Each proxy must be filed with the Secretary prior to the commencement of a meeting, or at any subsequent time that delivery of proxies is required.

Section 4.9. The order of business at all meetings of the members shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting;
- (c) Reading of minutes of preceding meeting for approval of same;
- (d) Reports of Board of Directors or of officers or of the manager;
- (e) Reports of committees, if any;
- (f) Election of inspectors of election (when so required);
- (g) Election of members of the Board of Directors (when so required);
- (h) Unfinished business;
- (i) New business.

Section 4.10. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting of a written consent thereto is signed by all of the membership. The Secretary shall file such written consent with the records of the meetings of the members and such consent shall be treated as a vote of members for all purposes.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. The affairs of the Association shall be governed by a Board of Directors which shall consist of at least three (3) persons but not more than six (6) persons. Each Director, other than the Directors designated in the Articles of Incorporation of the Association, shall be designated lot owner; or if a lot owner shall be a corporation, partnership or trust, then an officer, partner, trustee, or beneficiary of such lot owner. Regular Members shall elect Directors.

Section 5.2. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and shall have all powers and duties referred to in the

statues of the State of Maine pertaining to corporations without capital stock, as amended from time to time. The powers of the Board of Directors shall include but not be limited to the following:

- (a) To elect the officers of the Association;
- (b) To administer the affairs of the Association;
- (c) To estimate an annual operating budget and the annual assessments contemplated, all for submission to the members for approval at the annual meeting, and to take all necessary or desirable action with respect to the collection from the lot owners or their respective shares of the estimated expenses as hereinafter provided;
- (d) To provide for the management, operation, resurfacing, maintenance, repair and removal of snow from the roads and walking easements until accepted by the Town of Gilead;
- (e) To provide for the management, operation, maintenance, and repair of the Property, including, if deemed advisable, the erection of any buildings on such Property; and
- (f) To take such other action with respect to the affairs of the Association as shall be necessary to effect its efficient operation.

Section 5.3. At the first annual meeting of members, a Board of Directors shall be elected by the Regular Members which shall succeed the initial Directors. At the first annual meeting of the members, the term of office of one (1) Director shall be fixed at three (3) years; the term of office of one (1) Director shall be fixed at two (2) years; and the term of office of one (1) Director shall be fixed at one (1) year. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of one (1) year. The Directors shall hold office until their successors have been elected and qualified.

Section 5.4. Vacancies in the Board of Directors caused by any reason, including the failure of a Director to continue to meet the qualifications of office, shall be filled by vote of a majority at the remaining Directors entitled to vote at a special meeting of the Board of Directors held for that purpose promptly after the occurrence of any such vacancy, even though the Directors present at such meeting constitute less than a quorum, and each Director so elected shall be a member of the Board of Directors for the remainder of the term of the replaced Director.

Section 5.5. Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the members and

at the same place. Special meetings of the Board may be called by the President or a majority of the Board on five (5) days notice to each Director by mail or telegram. Directors may waive notice of a meeting or consent in writing to or take any action without a formal meeting.

Section 5.6. At all meetings of the Board of Directors, two-thirds (2/3) of the Directors shall constitute a quorum for the transaction of business and any action may be taken by said two-thirds (2/3) of the Directors.

Section 5.7. Any action required or permitting to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors. The Secretary shall file such written consent with the records of the meetings of the Board of Directors and such consent shall be treated as a unanimous vote of the Board of Directors for all purposes.

Section 5.8. Any Director may be removed from office by the vote of at least two-thirds (2/3) of the Regular Members of the Association.

Section 5.9. The members of the Board of Directors and all officers of the Association shall not be liable to the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Association shall indemnify and hold harmless all officers and members of the Board of Directors against all contractual liability to others arising out of contracts made by the Board of Directors or officers on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of these By-Laws.

Section 5.10. Directors shall receive no compensation for their services except as expressly provided by a resolution duly adopted by Regular Members.

ARTICLE VI

OFFICERS

Section 6.1. The officers of the Association shall be a President, a Secretary, a Treasurer and such assistants to such officers as the Board of Directors may deem appropriate, which officers shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board of Directors; provided, that prior to the first annual Meeting of the Board of Directors, the officers may be elected at any meeting of the Board of Directors.

Section 6.2. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board of Directors, either with or without cause, and any vacancy in any office of a corporation without capital stock, including but not limited as follows:

(a) The President shall be a Director and shall be the Chief Executive Officer of the Association and shall preside at all meetings of the members of the Board of Directors;

(b) The Secretary shall keep minutes of all meetings of the members and of the Board of Directors and shall have custody of the Association's seal and have charges of the membership transfer books and such other books, papers, and documents as the Board of Directors may prescribe;

(c) The Treasurer shall be responsible for the Association funds and securities and for keeping full and accurate accounts of all receipts and disbursements in Association books of account kept for such purposes;

(d) The same person may be elected and serve as Secretary and Treasurer.

Section 6.4. The officers shall receive no compensation for their services except as expressly provided by resolution duly adopted by the Directors.

ARTICLE VII

OPERATION OF THE SUBDIVISION

Section 7.1. The fiscal year of the Association shall begin on the first day of January each year, except for the first fiscal year of the Association which shall begin on the date of the incorporation of the Association. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 7.2. Books and accounts of the Association shall be kept under the direction of the Treasurer and in accordance with generally accepted accounting principles and practices. The Association shall furnish its members with a copy of the Federal Income Tax Returns in lieu of any financial statements required to be provided by the Association for each fiscal year when such returns are filed.

Section 7.3. The Association shall perform and be responsible for the maintenance and improvement of the common areas, roads, and walking easements in the subdivision as well as the Property. Assessments by the Association upon the lots and the owners thereof,

or others, shall be used for those purposes and to establish necessary reserves and working capital, and for such other purposes as shall be permitted by the By-Laws of the Association or as shall be deemed appropriate to the Board of Directors (hereinafter collectively called the "Common Expenses").

Section 7.4. No later than thirty (30) days prior to each annual meeting of the members of the Association, the Board of Directors shall estimate the Common Expense for the following May 1, through April 30, and shall present such estimate to the members at their annual meeting as the proposed annual budget or such year. The annual assessment required to meet annual estimated Common Expenses for each subsequent May 1, through April 30, shall be approved by the members of the Association at their annual meeting held in the month of April prior to the commencement of the year to which the estimated budget of Common Expenses applies.

Section 7.5. All assessments shall be billed no later than thirty (30) days from the date said Association, by meeting, fixes said assessments. The Treasurer of the Association shall send bills therefore to the respective lot owners at the address recorded in the Secretary's records either personally or by placing the bill in the United States Mail, postage prepaid, addressed to the lot owner as aforesaid. All sums so assessed and billed shall become due and payable within thirty (30) days from the date of said bill.

Section 7.6. The members of the Association may from time to time at special meetings levy additional assessments for the purposes previously provided by the same majority of votes as required for the annual assessments.

Section 7.7. The assessments authorized hereunder billed by the Association shall be a charge on the land and shall be a continuing lien upon the lot upon which such assessment is made, whether in or out of the Subdivision. If the assessment to the lot owner shall not be paid within thirty (30) days after the date when due, then said assessment shall be delinquent and shall together with interest at the annual rate of eighteen percent (18%), costs of collection and reasonable attorney's fees, become a continuing lien on the lots owned by the delinquent lot owner which shall be in the lot(s) with the buildings and improvements thereon in the hands of the delinquent lot owner, his heirs, devisees, successors, personal representatives, and assigns. The lien may be enforced in the same manner as the lien for assessments against condominium units as provided in the Maine Unit Ownership Act, Chapter 10 of Title 33 of the Maine Revised Statutes of 1964, as amended, and may, at the option of the Town of Gilead, be enforced by the Town.

ARTICLE VIII

AMENDMENT

These By-Laws may be amended at any regular or special meeting of the members of the Association duly held in accordance with the provision of these By-Laws at which a quorum shall be present in person or by proxy by a vote of the lot owners holding of record not less than sixty-five (65%) percent of the votes in the Association entitled to be cast.

ARTICLE IX

COMMITTEES

Section 9.1. The Board of Directors, may, by a resolution adopted by a majority of the Directors then in office, designate from among its members or other lot owners one or more committees each consisting of two (2) or more Directors or lot owners and may delegate to such committee or committees such duties and responsibilities as they shall deem appropriate, to the extent permitted by law.

Section 9.2. Meetings of committees shall be held upon seven (7) days written notice given by the Secretary of the Association. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of the members of a committee present at a meeting at which there shall be a quorum shall be the act of the committee.

Each committee shall keep a record of its meetings and shall report to the Board of Directors from time to time on its affairs.

ARTICLE X

RULES AND REGULATIONS

Section 10.1. The Board of Directors may from time to time promulgate rules and regulations as shall be deemed necessary or appropriate to the efficient and orderly operation of the Association, and shall submit those to the members for their approval. Such approval shall be given by the members in accordance with Article VIII hereof.

ARTICLE XI

MISCELLANEOUS

Section 11.1. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of the By-Laws.

Section 11.2. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these By-Laws, or the intent of any provision thereof. Reference in these By-Laws to Sections without references to the document in which they are contained are references to these By-Laws.

Section 11.3. The use of the masculine gender in these By-Laws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural whenever the context so requires.

ARTICLE XII

ENLARGEMENT OF SUBDIVISION

In the event the subdivision shall be enlarged from time to time, the Owners of any newly created lots shall be Regular Members of this Association with all the rights and privileges thereof and the provisions of the Articles and by-Laws of the Association shall apply equally with full force and effect to such new members.

andro.exe(11/23/99)

RECEIVED
RECORDED REGISTRY OF DEEDS

1999 DEC -7 AM 9:09

OXFORD COUNTY

James C. Bush