

The Commonwealth of Massachusetts

PAUL GUZZI

Secretary of the Commonwealth

ONE ASHBURTON PLACE
BOSTON, MASS.

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME	POST OFFICE ADDRESS
<i>Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.</i>	
L. Robert Fullem	236 Upper Mountain Avenue Montclair, New Jersey 07043
Charles H. Harff	53 Crescent Road Port Washington, New York 11050

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

Waterview Association, Inc. ✓

2. The purposes for which the corporation is formed are as follows:

The corporation does not contemplate pecuniary gain or profit, direct or indirect to its members. The purposes for which it is formed are:

To maintain and improve the physical aspects of the properties shown on a plan entitled "Subdivision Plan of Land Waterview Farm, Farm Neck - Martha's Vineyard, Mass. owned by Island Properties, Inc." (the Properties) and to further the health, safety, welfare, recreation and enjoyment of the inhabitants thereof and such addition thereto as may be brought within the jurisdiction of this corporation by annexation as provided in Article 4 herein, hereafter referred to as "The Properties" and for this purpose to:

(a) purchase, receive, take by grant, gift, devise, bequest, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever located;

(b) make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine and issue its notes, bonds or other obligations;

2A.
(see over)

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

Not Applicable.

- 4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

(i) Additions to Properties. Additions to The Properties may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such addition when properly made under the applicable covenants and restrictions, shall extend the jurisdiction functions and duties of this corporation to such additions.

(ii) Mergers and Consolidations. Subject to (a) the provisions of the recorded covenants and restrictions applicable to The Properties and (b) if Island Properties, Inc. is then in existence and then owns one or more lots in the aforesaid subdivision, to the execution of a written consent to such merger or consolidation by Island Properties, Inc., and to the extent permitted by law the corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes.

(iii) Dedication of Properties or Transfer of Function to Public Agency or Utility. The corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

(iv) Dissolution. This corporation may be dissolved only with the assent given in writing and signed by its members entitled to cast two-thirds (2/3) of the votes thereon. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets shall be mailed to every member at least ninety (90) days in advance of any such action to be taken.

(v) Disposition of Assets after Dissolution. In the event that the corporation as a corporate entity is dissolved, a non-profit, unincorporated voluntary association shall forthwith and without further action or notice be formed by the

• If there are no provisions state "None".

(see 4A)

- (c) invest and reinvest its funds, and to take and hold real and personal property as security for funds so invested;
- (d) maintain land or trees;
- (e) supplement municipal services;
- (f) fix assessments to be levied against its members;
- (g) enforce any and all covenants, restrictions, and agreements applicable to its properties;
- (h) pay taxes, if any, on its properties; and
- (i) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the General Laws of Massachusetts.

Board pursuant to the provisions of Chapter 182 of the General Laws of the Commonwealth of Massachusetts and shall succeed to all the rights and duties of the corporation. The affairs of said association shall be governed by the laws of the Commonwealth of Massachusetts, and, to the extent not inconsistent therewith, by the Articles and By-Laws as if they were created for the purpose of governing the affairs of an unincorporated voluntary association. Each member of such unincorporated association shall become the beneficial owner of an individual interest in all of the corporation's property transferred to or for the account or benefit of said unincorporated association, such interest being in direct proportion to the number of Lots owned by such member; provided, however, that there shall be no judicial partition of such property, or any part thereof, nor shall any such member or other person acquiring any interest in said property, or any part thereof, seek judicial partition, the right to do so being hereby expressly waived.

(vi) Amendments. These Articles may be amended in accordance with the provisions of § 7 of Chapter 180 of the General Laws of Massachusetts, provided that the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision.

Richard Mitchell

24 Edgar Street,
East Orange, New Jersey
07018

24 Edgar Street,
East Orange, New Jersey
07018

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

c/o Harold B. Hassinger
~~Box 1000~~ Waterview Farm
 Oak Bluffs, Massachusetts 02557

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Harold B. Hassinger and Director	Waterview Farm Oak Bluffs, Mass. 02557	Waterview Farm Oak Bluffs, Mass. 02557
Treasurer: Mary Jane Thomas	Waterview Farm Oak Bluffs, Mass. 02557	Waterview Farm Oak Bluffs, Mass. 02557
Clerk: Seth Thomas	Waterview Farm Oak Bluffs, Mass. 02557	Waterview Farm Oak Bluffs, Mass. 02557
Directors: (or officers having the powers of directors)		
L. Robert Fullem	236 Upper Mountain Ave. Montclair, New Jersey 07043	236 Upper Mountain Ave. Montclair, New Jersey 07043
Charles H. Harff	53 Crescent Road, Port Washington, New York 11050	53 Crescent Road Port Washington, New York 11050
Robert Langlois	Waterview Farm Oak Bluffs, Mass. 02557	Waterview Farm Oak Bluffs, Mass. 02557

(see 7A)

- c. The date initially adopted on which the corporation's fiscal year ends is:
December 31.
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:
Sunday of the Memorial Day Weekend in each year.
- e. The name and business address of the resident agent, if any, of the corporation is:

Not Applicable

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 5th day of July 19 75

L. Robert Fullem

Charles H. Harff

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

15746

THE COMMONWEALTH OF MASSACHUSETTS

RECEIVED

AUG 14 1975

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

CORPORATION DIVISION
SECRETARY'S OFFICE

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of ~~25.00~~ ^{23.00} having been paid, said articles are deemed to have been filed with me this 14th day of August 19 75

Effective date

Paul Guzzi

PAUL GUZZI

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
CHARTER TO BE SENT TO

C T Corporation System

10 Post Office Square

Boston, Mass. 02109

FILING FEE: \$25.00

CHARTER MAILED
DELIVERED

10-10-1975 MAEC

*Oak Bluffs
7-10-75*