

CERTIFICATE OF INCORPORATION OF
CEDARHURST ASSOCIATION, INC.

We, the incorporators, certify that we hereby associate ourselves as a body, politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

ARTICLE I. The name of said corporation is Cedarhurst Association, Inc.

ARTICLE II. The name of the town in Connecticut in which the corporation is to be located is Newtown.

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

- a. To organize and make effective the efforts of its members for the good of the residents and property within the limits of the corporation.
- b. To acquire title to the existing water supply system in the Cedarhurst area including: wells, pumps, tanks, pipes and rights of way and to maintain, improve, and expand said water supply system.
- c. To obtain title to, construct, maintain and regulate the use of roads, rights of way, storm drains, beaches, docks, mooring, boating, swimming, and other facilities and improvements

within and adjacent to the territory of the corporation.

- d. To establish and maintain special police and/or fire protection, snow plowing and other services within its limits; and to make reasonable police and health regulations within said limits.
- e. To undertake and carry out such other improvements, activities, and services as may be determined by vote of the corporation in accordance with its By-laws.
- f. To assess and apportion the past or estimated future expenses, improvements, or other financial requirements of the corporation in carrying out any of its purposes upon all of the owners of land, except the corporation itself, within its limits and enforce the collection thereof by any lawful means.
- g. To borrow money for the purposes of the corporation and to issue evidences thereof, and to have all of the powers permitted to or conferred upon non-stock corporations under the laws of the State of Connecticut.

ARTICLE IV. No part of the corporation's

income is distributable to its members, directors or officers and the corporation shall not have or issue shares of stock or pay dividends.

ARTICLE V. The limits and territory of the corporation are as follows: All of that property on Lake Zoar in the Town of Newtown now or formerly owned by Cedarhurst Estates, Incorporated or J. Walter Scheffer and designated by the following block numbers on maps of the area known as Cedarhurst and in deeds to property located therein: Block numbers A, B, C, D, E, F, G, H, J, K, M. The aforesaid territory may be increased or decreased by amendment of the By-Laws.

ARTICLE VI. The classes, rights, privileges, qualifications, obligations and the manner of election or appointment of members are as follows:

- a. The membership of the corporation shall be composed of regular and special members as hereinafter defined, and except as otherwise indicated references to "members", shall apply to both regular and special members.
 - 1) All persons being title holders of record to property located in the blocks listed in ARTICLE V above are eligible for membership in the corporation as regular members and shall become such members upon the payment of their first annual dues.

- 2) Other persons are eligible for special membership upon their designation by any such record title holder, and upon the payment of dues shall become members for one year from the date of such payment, and shall have all rights, privileges and obligations of regular members during said year. Such membership may be renewed from year to year upon their redesignation by such record title holder and the payment of annual dues.
- b. Regular and special members may vote in person or by proxy at any regular or special meeting of the corporation, except that when two or more persons are members by virtue of their interest in the same property, they shall be entitled to only one vote between them and in the event of conflict the Executive Committee shall determine, in accordance with the By-Laws, which person is eligible to cast said vote. No member shall be entitled to more than one vote regardless of the number of separate parcels of land of which he is the record title holder.

- c. All persons upon becoming members shall be liable thereafter for the payment of annual dues and any assessments which may be voted by the Executive Committee as provided in the By-Laws, and each such member shall be deemed to have assented to all such dues and to each assessment levied in accordance with the By-Laws.
- d. Regular members shall continue as such until the corporation receives written notice of their resignation. Upon such resignation, or upon the termination of a special membership, all the rights and privileges shall cease but such persons shall remain liable for all dues and assessments which became due and payable prior to such resignation or termination.
- e. Both regular and special members shall have all rights, privileges and obligations conferred upon them by the By-Laws and by any regulation adopted by the Executive Committee.

ARTICLE VII. The duration of the corporation is unlimited.

Dated at Bridgeport, Connecticut, this 2nd day of October, 1961.

Curtis V. Titus
Curtis V. Titus

INCORPORATORS

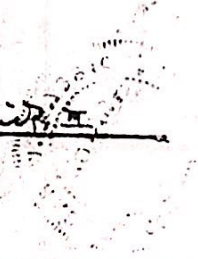
James W. Venman
James W. Venman

William P. Mason, III
William P. Mason, III

STATE OF CONNECTICUT)
COUNTY OF FAIRFIELD) ss. Bridgeport October 2, 1961

Personally appeared Curtis V. Titus,
James W. Venman, and William P. Mason, III signers of
the foregoing instrument and acknowledged the same to
be their free act and deed before me.

Edgar W. Bassick, III
Notary Public
Edgar W. Bassick, III



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CERTIFICATE OF INCORPORATION OF CEDARRHURST ASSOCIATION, INC.	
DATED: October 2, 1961 Bridgeport, Connecticut	
FILED State of Connecticut OCT 4 - 1961 2-40 PM <i>Ellis T. ...</i>	
LAW OFFICES PULLMAN, COMLEY, BRADLEY & REEVES 888 MAIN STREET BRIDGEPORT 3, CONNECTICUT <i>Arthur P. ...</i>	
ECCLES ENGRAVING CO., BRIDGEPORT, CONN.	

OCT 4 1961
 7:30
Pullman

Certified Copy Sent
 10.5.1961
 OCT 6 1961

1971

INCLUDE ZIP CODES

CERTIFICATE

AMENDING OR RESTATING CERTIFICATE OF INCORPORATION BY ACTION OF 61-38

INCORPORATORS

BOARD OF DIRECTORS

BOARD OF DIRECTORS AND SHAREHOLDERS (Stock Corporation)

BOARD OF DIRECTORS AND MEMBERS (Nonstock Corporation)

VOL. 968

STATE OF CONNECTICUT SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS

1. NAME OF CORPORATION - Cedarhurst Association, Inc. <i>W</i>	DATE April 13, 1980
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2. The Certificate of incorporation is A. AMENDED ONLY B. AMENDED AND RESTATED C. RESTATED ONLY by the following resolution

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

3. (Omit if 2 A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS	<input type="checkbox"/> 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (a: if nonstock corporation, by all applicants for membership entitled to vote, if any.)		
	We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.		
	SIGNED	SIGNED	SIGNED
	APPROVED (All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate)		
SIGNED	SIGNED	SIGNED	

(Over)

1972

(Continued)

BY ACTION OF BOARD OF DIRECTORS

- 4. (Omit if 2.C is checked) The above resolution was adopted by the board of directors acting alone, there being no shareholders or subscribers. the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended
- the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is: _____ 6. The number of directors' votes in favor of the resolution was: _____

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

- 4. The above resolution was adopted by the board of directors and by shareholders.
5. Vote of shareholders:
(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

- 4. The above resolution was adopted by the board of directors and by members.
5. Vote of members:
(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
40	40	27	40

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type) Robert B. Ruland	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type) Carolyn N. Staples
SIGNED (President or Vice President) <i>Robert B. Ruland</i>	SIGNED (Secretary or Assistant Secretary) <i>Carolyn N. Staples</i>

For office use only

FILED STATE OF CONNECTICUT

APR 18 1980

Barbara B. Kanelly SECRETARY OF STATE

FILING FEE \$ 4.	CERTIFICATION FEE \$ 11. 12. (Mch 27)	TOTAL FEES
SIGNED (For Secretary of the State) <i>Barbara B. Kanelly</i>		<i>BS</i>
CERTIFIED COPY SENT ON (Date) 4/18/80		INITIALS <i>BS</i>
TO	CARD	LIST
		PROOF

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EXHIBIT A

CEDARHURST ASSOCIATION, INC.
AMENDMENTS TO CERTIFICATE OF INCORPORATION

RESOLVED: That the following Amendments to the Certificate of Incorporation be adopted:

Amendment to Article VI:

Subparagraph 1 of Subsection (a) of Article VI of the Certificate of Incorporation is hereby amended in its entirety to read as follows:

"1) All persons being title holders of record to property located in the blocks listed in ARTICLE V above on which there is situated a habitable dwelling (as defined hereinafter) are eligible for membership in the corporation as regular members and shall become such members upon the payment of their first annual dues. As used herein the term "habitable dwelling" means a residential structure for which a building permit is required by the Town of Newtown and which contains indoor sanitary facilities.

Subparagraph 2 of Subsection (a) of Article VI is hereby amended to read as follows:

"2) Other persons are eligible for special membership upon their designation by any person entitled to become a regular member under Subparagraph (1) above, provided they are either a tenant in Cedarhurst of such person entitled to regular membership or related thereto by blood or marriage, and upon the payment of dues shall become members for one year from the date of such payment, and shall have all rights, privileges and obligations of regular members during said year. Such membership may be renewed from year to year upon their redesignation by a regular member and the payment of annual dues. Notwithstanding the foregoing no tenant may become a member unless approved by the Executive Committee in accordance with the By-Laws."

Subsection (c) of Article VI is hereby amended by adding thereto the following sentence:

"Upon failure of a member to pay annual dues and assessments for two consecutive years, membership may be terminated by the Executive Committee after giving fifteen (15) days prior written notice to the delinquent member."

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Subsection (d) of Article VI is hereby amended by restating the first sentence thereof to read as follows:

"Regular members shall continue as such until their death, resignation or expulsion in accordance with the By-Laws or until their membership is terminated by the Executive Committee in accordance with Subsection (c) above."

New Article VII:

The Certificate of Incorporation is hereby amended by adding thereto the following new Article VII:

"ARTICLE VII. Membership in the corporation shall not entitle any person to any privileges or rights with respect to the enjoyment or use of property or facilities of the corporation which are contrary to any provision of the By-Laws or any rule or regulation promulgated by the Executive Committee. Any privilege or use of property granted or otherwise enjoyed shall create no vested rights, and may be revoked by any subsequent amendment to the By-Laws of the corporation or by the promulgation of new or different rules or regulations by the Executive Committee."



STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE
I hereby certify that this is a true copy of record
in this Office
In testimony whereof, I have hereunto set my hand
and affixed the seal of said State at Hartford
this 11th day of August 1974
[Signature]
Secretary of the State