

State of Rhode Island and Providence Plantations

Handwritten mark

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we ARCHIBALD B. KENYON, JR.
PAULA A. PARKS, JUNE GRANT, DIANA W. SMITH and STEPHEN B. KENYON

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapter 7-6 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of
LAND-N-SEA COMPOUND II PROPERTY OWNERS ASSOCIATION

THIRD. Said corporation is constituted for the purpose of
See Exhibit A attached

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-8 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to corporations organized for the purposes of fostering, encouraging and assisting the physical location, settlement or resettlement of industrial and manufacturing enterprises within the state, and to whose members no profit shall ensue. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto

(Over)

FOURTH. Said corporation shall be located in South Kingstown, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. See Exhibit B attached

SIXTH

SEVENTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this
8th day of October A. D. 1982

NAME	RESIDENCE
<i>Archibald B. Kenyon</i>	89 Pine Hill Road Wakefield, Rhode Island
<i>Paula A. Parks</i>	57 Cormorant Road, RD 8A Wakefield, Rhode Island
<i>June Grant</i>	13B Columbia Street Wakefield, Rhode Island
<i>Diana W. Smith</i>	11 Narragansett Avenue Wakefield, Rhode Island 02879
<i>Stephen B. Kenyon</i>	Prospect Avenue Apartments Narragansett, Rhode Island

STATE OF RHODE ISLAND, }
COUNTY OF WASHINGTON }

In the City of South Kingstown
Town }
in said county this 12th day of October A. D. 1982, then
personally appeared before me ARCHIBALD B. KENYON, JR., PAULA A. PARKS,
JUNE GRANT, DIANA W. SMITH and STEPHEN B. KENYON,

each and all known to me and known by me to be the parties executing the foregoing
instrument, and they severally acknowledged said instrument by them subscribed to be
their free act and deed.

Russell W. Thompson
Russell W. Thompson Notary Public.

1280

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

LAND-N-SEA COMPOUND I.I.

PROPERTY OWNERS ASSOCIATION

2228 9347A14...35008L

*****35.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

App. 8/82 19

NOV 22 1982

November 16, 1982

Secretary of State
State House
Providence, Rhode Island

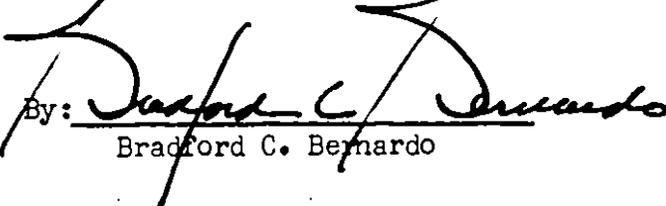
Re: Land-N-Sea Compound I Property Owners' Association

Dear Sir:

There are two Land-N-Sea Residential Compound Developments in the Town of South Kingstown. There is also a Land-N-Sea Beach Club that is owned by the owners of lots in these compounds. Land-N-Sea I Property Owners' Association hereby consents to the formation of a Property Owners' Association for the second Land-N-Sea Compound using the name of Land-N-Sea Compound II Property Owners' Association.

Very truly yours,

LAND-N-SEA COMPOUND I
PROPERTY OWNERS' ASSOCIATION

By: 
Bradford C. Bernardo

KENYON AND AUKERMAN
COUNSELLORS AT LAW
51 TOWER HILL ROAD
WAKEFIELD, RHODE ISLAND 02878

ARCHIBALD B. KENYON, JR.
JAMES V. AUKERMAN

TELEPHONE
(401) 789-0217

November 2, 1982

Mrs. Calcagni
Secretary of State's Office
State House
Providence, Rhode Island

Re: Land-N-Sea Compound II Property Owners Association

Dear Mrs. Calcagni:

In connection with the above named Association, it is my understanding that you are holding the recording of these papers. Perhaps some information regarding this corporation and Land-N-Sea Compound I Property Owners Association and Land-N-Sea Beach Club might clarify the matter. Land-N-Sea is the name used in connection with the development of two residential compounds and a beach club in the Town of South Kingstown. There will also, perhaps, be two or more other residential compounds using the name Land-N-Sea. Residential compounds are permitted under the zoning in the Town of South Kingstown for large areas of land and the lots have to have an area that conforms with the zoning and also there must be open space so that there is a total of at least 5 acres for each lot. Private roads are permitted.

Joseph J. and Frances T. Young, Jr. owned quite a large acreage in South Kingstown. They form the compounds and selected the name Land-N-Sea to be used in conjunction with the compounds. The compounds have mutual easements across the open spaces and rights to use the beach club.

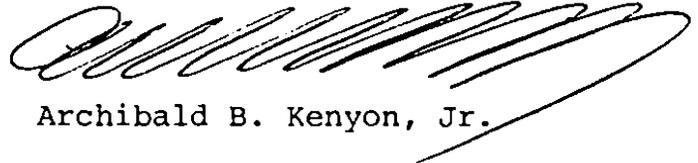
As each compound is developed and sold, the owners of the lots become the members of the association and elect the officers, etc.

Mrs. Calcagni
November 2, 1982
Page 2

Land-N-Sea Compound II Property Owners Association is the association for the second compound which has been approved by the Town of South Kingstown.

It is difficult to get the lot owners of Compound I together for a meeting to authorize the name for this new association. Therefore, in view of the history of the development of these residential compounds and these associations, I would ask that you reconsider your requirement that we obtain a consent from Land-N-Sea Compound I Property Owners Association. I would ask that you review this matter with Mr. Clingham. We would like to avoid this problem in connection with the development of the other compounds in the future. If you need further information, please call me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Archibald B. Kenyon, Jr.", written in a cursive style with a large flourish at the end.

Archibald B. Kenyon, Jr.

ABK:jog

EXHIBIT A

A. To care for, maintain and repair the "OPEN SPACE-LOT B", (hereinafter referred to as the "Common Land") as laid out and delineated on that plat entitled "LAND-N-SEA II", located in the Town of South Kingstown, Washington County, State of Rhode Island, Property of Joseph J., Jr. and Frances T. Young, design by Patrick E. Brady Landscape Architect Platted by Joseph W. Frisella, Civil Engineer August 9, 1979, Scale 1" = 100', 1" = 30.480 M", (hereinafter referred to as "said plat"), and the easements and rights of way referred to in "Declaration of Restrictions Imposed Upon Land-N-Sea II", located in the Town of South Kingstown, Washington County, State of Rhode Island, Property of Joseph J., Jr. and Frances T. Young, design by Patrick E. Brady Landscape Architect Platted by Joseph W. Frisella, Civil Engineer August 9, 1979, Scale 1" = 100', 1" = 30.480 M", or any part thereof; and to construct, repair, rebuild and maintain structures or facilities for conservation and recreational purposes on said "Common Land".

B. To construct, repair, rebuild, care for and maintain the "50' Right of Way" shown on said plat.

C. To appoint such committees as may be necessary to, or convenient in, the Organization discharging the duties entrusted to it.

D. To provide for the payment of taxes and assessments, if any, that may be levied against the Organization by any governmental authority upon the "Common Land".

E. To levy an annual charge and special assessments upon the members of the Organization and to sue to collect any of such charges and assessments that are not paid. Said annual charge shall be fixed at an equal amount for each lot on said plat and for that lot which has been created by combining into one buildable lot those two lots designated as "Lot A" and Lot B" on that plat entitled "Division of Land at Green Hill in the Town of South Kingstown, Rhode Island, Owned by Joseph J. Jr. & Frances T. Young, May, 1977, Jos. W. Frisella, Civil Engineer Scale:

1"-60'" and shall be fixed at an annual meeting of the Organization. The annual charge shall be fixed by a majority vote of the members present and voting at the annual meeting. Special Assessments, except as hereinafter provided for the construction of new improvements and the maintenance and expenses for new improvements, shall be fixed at an equal amount for each lot and shall be fixed at an annual or special meeting of the Organization. Special assessments, except as hereinafter provided for the construction of new improvements and the maintenance and expenses for new improvements, shall be fixed by a majority vote of the members present and voting at the meeting of the members of the Organization. Special assessments for the construction of new improvements shall require an affirmative vote of Eighty (80%) Percent or more of the members eligible to vote at the meeting.

If Eighty (80%) Percent or more of the eligible votes do vote to make a new improvement costing in excess of ONE THOUSAND (\$1,000.00) DOLLARS to the common areas and facilities, the cost of such new improvement shall be borne solely by the owners of the lots so voting. The maintenance and operating expenses for the new improvement and the cost of the taxes for the new improvement assessed to the owners of the lot who did not vote to construct the new improvement shall be fixed at an equal amount for each lot that voted in favor of the construction of the new improvement and shall be fixed at an annual or special meeting of the Organization.

F. To expend the moneys collected by the Organization from assessments or charges, and other sums received by the Organization, for the payment and discharge of all proper costs, expenses and obligations incurred by the Organization carrying out all or any of the purposes for which the Organization is formed.

G. To borrow money and to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Organization, or pledge of moneys to be received under Paragraph E hereof.

H. To enforce charges, easements, restrictions, conditions, covenants and servitudes existing upon and created for the benefit of the "Common Land" and the streets and pedestrian easements; to enforce the decisions and rulings of the Organization; and to pay all expenses in connection therewith.

I. To acquire by gift, purchase, or other means, to own, hold and enjoy, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber, or dedicate for public use, real or personal property in connection with the business of the Organization.

J. To do all things necessary and proper to accomplish the foregoing purposes.

EXHIBIT B

1. Each Owner of a numbered platted lot on said plat and of that lot which has been created by combining into one buildable lot those two lots designated as "Lot-A" and "Lot-B" on that plat entitled "Division of Land at Green Hill in the Town of South Kingstown, Rhode Island, Owned by Joseph J. Jr. & Frances T. Young, May, 1977, Jos. W. Frisella, Civil Engineer Scale: 1"=60'", (all of said lots being sometimes herein referred to as "numbered platted lot(s)" or as "lot") shall be entitled to one vote at any meeting of the Organization. Lot-A and Lot-B has been combined into one buildable lot and shall be treated as one lot and is entitled to one vote and assessed as one lot. The vote attributable to each numbered platted lot in the Development shall be cast as follows:

A. If the lot is owned by one person, the vote shall be cast by that one person.

B. If the lot is owned by more than one person, either as Tenants in Common, as Joint Tenants, or as Tenants by the Entirety, the vote attributable thereto shall be deemed properly cast if cast by any one of the tenants in the absence of any objection, or contrary vote, by any other of them.

C. If a lot is owned by more than one person, either as Tenants in Common, as Joint Tenants, or as Tenants by the Entirety, and if two (2) or more of them desire that the vote attributable to that lot be cast in different ways, or one of them desires that it not be cast, then the vote attributable thereto shall be deemed properly cast if cast by not less than a majority in number of the tenants.

2. Each person or entity who is a record owner of a fee or undivided fee interest in Lot 1, 2, 3, 4, 5, 6, 7, 8, 9 or 10 on said plat and in said lot created by the combination of Lot-A and Lot-B shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.