

BYLAWS OF MATTABASSET CONDOMINIUM I, INC.

ARTICLE I

Identity

Section 1. Application. These are the Bylaws of Mattabasset Condominium I, Inc. (hereinafter referred to as the "corporation"), and shall govern the administration of the property subject to the Declaration, as amended from time to time, establishing condominium ownership of Mattabasset Condominium I, (hereinafter referred to as the "condominium") in the City of Meriden, Connecticut.

Section 2. Membership. There shall be one membership in the corporation for each Unit in the condominium. Such membership shall automatically be transferred upon the conveyance of such Unit to the grantee thereof. In the event that title to a Unit is vested in more than one person, firm or corporation, the proportionate interest of each such part owner in the membership shall equal his or its proportionate interest in such Unit.

Section 3. Address. The business address of the condominium shall be c/o Del Favero Builders, Inc., 497 Baldwin Avenue, Meriden, Connecticut 06450.

ARTICLE II

Members

Section 1. Annual Meeting. The annual meeting of the Members of the corporation shall be held at Mattabasset on the first Tuesday in February at 8:00 p.m. E.S.T. or at such other time, place and date in the state of Connecticut as the Board of Directors shall designate, for the purpose of electing directors and of transacting any other business authorized to be transacted by the Members; provided however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next day.

Section 2. Special Meetings. Special meetings of Members may be called by the President or by a majority of the Board of Directors and shall be called by the President upon written request of the Members holding a majority of the votes entitled to be cast at such meetings.

Section 3. Notice. Notice of all meetings of Members stating the time and place of the meeting shall be given to each Member by the Secretary unless waived in writing. Written notice shall be delivered personally, mailed, or sent by telegram to each member at his address as it appears on the books of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. If telegraphed, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Member may waive notice of any meeting in writing or by attendance thereat, except that a member may attend a meeting for the express purpose of objecting that such meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice or waiver of notice of such meeting. Notice of any meeting shall be given not less than five (5) nor more than fifteen (15) days prior to the date of the meeting.

Section 4. Quorum. The Members holding a majority of votes eligible to be cast at any meeting shall constitute a quorum for the transaction of business at that meeting. If less than a quorum is present at a meeting, a majority of the Members may adjourn the meeting to a future time without further notice.

Section 5. Proxies. At any meeting of Members, any Member entitled to vote may do so in person or by one or more agents authorized by written proxy executed by such Member and filed with the Secretary of the corporation before or at the time of the meeting. The Corporation shall treat any proxy which has been duly executed and filed with the Secretary as not revoked until it receives a duly executed instrument revoking it, a duly executed proxy bearing a later date, or written notice of the death or incapacity of the person who executed the proxy.

Section 6. Voting. Voting shall be on a percentage basis and the percentage of the vote to which each Member is entitled is the percentage of undivided interest in the common areas and facilities assigned to his or its Unit in the Declaration. The votes of a Membership must be voted as a bloc. Any vote cast on behalf of a Member by less than all of the owners of a Unit shall be deemed the vote of the Member, unless challenged, in which event it shall not be counted.

Section 7. Parliamentary Procedure. Attend meetings of the Members or of the Board of Directors, Roberts Rules of Order, as to such date amended, shall be followed, except when in conflict with the Declaration or these Bylaws, in which case, the applicable provisions of the Declaration or of these Bylaws shall prevail.

ARTICLE III Board of Directors

Section 1. Composition. The affairs of the condominium shall be governed by the corporation, which in turn shall be governed by a Board of Directors composed of nine (9) persons, all of whom shall be members of the corporation or mortgagees of Units, or in the case of partnership Members or mortgagees, shall be members or employees of such partnership, or in the case of corporate Members or mortgagees, shall be officers, stockholders, or employees of such corporation, or in the case of fiduciary members or mortgagees shall be fiduciary or officers or employees of such fiduciaries.

Section 2. Election and Term. At the first annual meeting of Members, the term of office of three (3) Directors shall be fixed at one year, the term of office of three (3) Directors shall be fixed at two years, and the term of office of three (3) Directors shall be fixed at three years. At each annual meeting of members thereafter, the successors of those Directors whose terms expired at such meeting shall be elected to serve for a term of one year. Directors shall hold office for the term to which they are elected and until their respective successors shall have been elected by the Members.

Section 3. Vacancies. Any vacancy in the Board of Directors resulting from any cause other than removal by the Members may be filled for the unexpired term by action taken by written consent of the remaining Directors or at a meeting of the Board of Directors by the concurring vote of a majority of the remaining directors, although such remaining Directors are less than a quorum. Other vacancies in the Board of Directors shall be filled by a vote of the Members at any regular or special meeting.

Section 4. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the condominium and of the corporation and may do all such acts and things not inconsistent with the law, the Declaration, these bylaws or the Rules and Regulations adopted pursuant to Article VII thereof, which powers and duties shall include, but shall not be limited to, the following:

- (a) Operation, care, upkeep and maintenance of the common elements.

- (b) Determination of the common expenses required for the administration of the affairs of the condominium including, without limitation, the operation and maintenance of the common elements.
- (c) Collection of the common expenses from the Members.
- (d) Employment and dismissal of the personnel necessary for the maintenance and operation of the common elements.
- (e) Promulgation of Rules and Regulations covering the details of the operation and use of the property.
- (f) Opening a bank account or bank accounts on behalf of the corporation and designating the signatories required therefore.
- (g) Purchasing, leasing, or otherwise acquiring pursuant to Article XII of the Declaration Units offered for sale or lease or surrendered by their owners to the Board of Directors.
- (h) Selling, leasing, mortgaging, voting the votes appurtenant to (other than for the election of members of the Board of Directors), or otherwise dealing with the Units so acquired.
- (i) Obtaining of insurance for the property pursuant to the provisions of Article V thereof.
- (j) Making repairs, additions and improvements to or alterations of the property after damage or destruction by fire or other casualty, or after condemnation or eminent domain proceedings, in accordance with the provisions of the Unit Ownership Act, the Declaration, or these by-law's.
- (k) Entering as tenant into a long or short-term lease of recreational property and facilities.

Section 5. Managing Agent and Manager. The Board of Directors may employ a Manager for the condominium at a compensation to be established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize, including, but not limited to the duties listed in subdivisions (a), (c), (d), (I), and (j) of Section 4 of this Article III. The Board of Directors may delegate to the Manager all of the powers granted to the Board of Directors by these Bylaws other than the powers set forth in subdivisions (b), (e), (f), (g), and (h) of Section 4 of this Article III.

Section 6. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Board of Directors, but a least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director by mail or telegraph, at least three business days prior to the day named for such meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President on three business days notice to each Director, given by mail or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least five (5) Directors.

Section 8. Waiver of Notice. Any Director may at any time waive notice of any meeting of the Board of Directors in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof. If all the members of the Board are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

Section 9. Quorum. At all meetings of the Board of Directors, a majority of the Directors 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 Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting to a future time. At such 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.

Section 10. Fidelity Bonds. The Board of Directors shall obtain adequate fidelity bonds for all officers and employees of the corporation handling or responsible for corporate funds. The premiums on such bonds shall constitute a common expense.

Section 11. Compensation. No Director shall receive any compensation from the corporation for acting as such.

Section 12. Liability of Directors. The Directors shall not be liable to the Members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Members shall indemnify and hold harmless each of the Directors against contractual liability to others arising out of contracts made by the Board on behalf of the corporation unless any such contract shall have been made in bad faith or contrary to the provisions of the Declaration of these Bylaws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the corporation.

Section 13. Removal of Directors. At any time after the Members are entitled to elect Directors as hereinafter provided, the Members may remove any one or more of the Directors without cause at any regular or special meeting of the Members, provided that notification of such proposed action is included in the call for such meeting. No Director shall continue to serve on the board if, during his term of office, his membership in the corporation is terminated.

Section 14. Interim Board of Directors. Until the first annual meeting of Members held following the initial sale of all of the Units, or until February 1, 1975; whichever occurs first, and thereafter until their successors have been elected by the Members, the affairs of the corporation shall be governed by an interim Board of Directors appointed annually by the Declarant, provided, however, that upon petition of the Members holding 75% of the votes eligible to be cast at a meeting of Members, an election of the Board of Directors shall be held at which only Members shall be eligible for election. The interim Board shall have all of the powers and duties set forth in Section 4 of this Article III.

ARTICLE IV Officers

Section 1. Officers. The executive officers of the corporation shall be a President, who shall be a Director, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors. The Board of Directors shall from time to time elect such other officers and delegate their powers and duties as the Board shall find to be required to manage the affairs of the corporation.

Section 2. Powers and Duties. The executive officers of the corporation shall have all of the powers and duties delineated in the Nonstock Corporation Act, all of the following powers and duties, and such other powers and duties as the board of Directors may from time to time delegate:

- (a) The President shall be the Chief Executive Officer of the corporation and shall preside over the meetings of the Board of Directors and the meetings of the Members.
- (b) The Treasurer shall keep the financial records of account and shall report annually to the Members.
- (c) The Secretary shall keep the minutes of all proceedings of the Board of Directors and of the Members wherein resolutions shall be recorded. He shall attend to the giving and serving of all notices to the Members, to the Directors, and to such other persons as are required to be given notice by law.

Section 3. Compensation. No officer shall receive any compensation from the corporation for acting as such.

ARTICLE V Insurance

Section 1. Purchase. The insurance which shall be carried upon the property, other than title insurance and insurance purchased by Members, shall be governed by the provisions of this Article.

Section 2. Coverage. The Board of Directors shall obtain and maintain, to the extent obtainable and maintainable, the following insurance:

- (a) Fire insurance with extended coverage, vandalism and malicious mischief endorsements insuring each building (including all of the Units, but not including furniture, furnishings or other personal property), together with all service machinery contained therein, and covering the interests of the corporation, all Members and all mortgagees, as their interests may appear, in an amount equal to the full replacement value, without deduction for depreciation. Each of said policies shall contain a Connecticut standard mortgage clause in favor of each mortgagee of a Unit which shall provide that the interest may appear subject, however, to the loss payment provisions in favor of the corporation hereinafter set forth.
- (b) Public liability insurance in such limits as the Board of Directors may from time to time determine covering each Director and each Member. Such insurance shall also cover loss liability claims of one insured against another.
- (c) Such other insurance as the Board of Directors may determine.

All such policies shall provide that adjustment of loss shall be made by the Board of Directors, except as provided in Section III hereof, the net proceeds of all such policies shall be payable to the Board of Directors. All policies of physical damage insurance shall contain waivers of subrogation and waivers of any defense based on co-insurance or of invalidity arising from any acts of the insured, and shall provide that such policies may not be cancelled or substantially modified without at least ten days' prior written notice to all of the insured, including mortgagees. Prior to obtaining any policy of fire insurance or any renewal thereof, the Board of directors shall obtain an appraisal from a fire insurance company or otherwise of the property insured, without deduction for depreciation, for the purpose of determining the amount of fire insurance to be secured pursuant to this section.

The term "full replacement value" does not include improvements made by a Member to his individual Unit.

The Board of Directors shall review all insurance coverage at least annually.

The amount of fire insurance to be maintained until the first meeting of the Board of Directors following the first annual meeting of the members shall in no event be less than \$150,000 per building.

The single limit amount of public liability coverage to be maintained until the first meeting of the Board of Directors following the first meeting of the Members shall in no event be less than \$500,000.00 covering all claims for bodily injury or property damage arising out of one occurrence; and in no event shall the Board of Directors secure a public liability policy providing coverage in an amount less than \$250,000.00.

Section 3. Insurance Trustee. All insurance policies purchased by the Board shall be for the benefit of the corporation and the Members and their mortgagees as their interest may appear, and shall provide that all proceeds covering property losses shall be paid to such banks in Connecticut with trust powers as may be designated as Insurance Trustee by the Board (hereinafter referred to as the "Insurance Trustee."). The Insurance Trustee shall not be liable for payment of premiums nor for the renewal or the sufficiency of policies nor for the failure to collect any insurance proceeds as are paid and to hold the same in trust for the purposes elsewhere stated in this Article and for the benefit of the Members and their mortgagees in the following share, by which shares need not be set forth on the records of the Insurance Trustee:

- (a) Members – an undivided share for each Member, such share being the same as the undivided share in the common areas and facilities appurtenant to his Unit.
- (b) Mortgagees – In the event a mortgagee endorsement has been issued as to a Unit, the share of the Member shall be held in trust for the mortgagee and the Member as their interests may appear.

Section 4. Distribution of Proceeds. Proceeds of physical damage policies received by the Insurance Trustee shall be distributed to or for the benefit of the beneficial owners in the following manner:

- (a) Expense of the trust. All expenses of the Insurance Trustee shall be paid first or provision made therefor.
- (b) Reconstruction or repair. If the damage for which the proceeds are paid is to be repaired or reconstructed, the remaining proceeds shall be paid to defray the cost thereof. Any proceeds remaining after defraying such costs shall be distributed to the beneficial owners, remittances to Unit owners and their mortgagees being payable jointly to them.
- (c) Failure to reconstruct or repair. If it is determined that the damage for which the proceeds are paid shall not be reconstructed or repaired, the remaining proceeds shall be distributed to the beneficial owners, remittances to Unit owners and their mortgagees being payable jointly to them.
- (d) Certificate. In making distributions to Members and their mortgagees, the Insurance Trustee may rely upon a certificate of the Board of Directors made by its President and Secretary as to the names of the Members and mortgagees and their respective shares of the distribution.

Section 5. Board of Directors. The Board of Directors is irrevocably appointed agent for each Member and for each owner of a mortgage or other lien upon a Unit and for each owner of any other interest in the condominium property to adjust all claims arising under insurance policies purchased by the Board of Directors and to execute and deliver releases upon the payment of claims.

Section 6. Benefit of Mortgagees. Certain provisions in this Article V are for the benefit of mortgagees of Units, and all of such provisions are covenants for the benefit of any mortgagee of a Unit and may be enforced by such mortgagee.

Section 7. Separate Insurance. Members may carry other insurance for their own benefit, provided that all such policies shall contain waivers of subrogation, and provided, further, that the liability of the carrier issuing insurance obtained by the Board of Directors shall not be affected or diminished by reason of any such additional insurance carried by an Member.

ARTICLE VI Maintenance and Repair; Additions

Section 1. Maintenance and Repair. Each Member shall maintain and repair his own Unit and shall be responsible for any damage caused to any other Unit and/or to the common areas or facilities by his failure to do so. All maintenance, repairs, and replacements to the common areas and facilities, whether located inside or outside of the Unit, shall be made by the Board of Directors or its designee, and the expenses thereof shall be charged to the Members as common expenses unless such repairs and replacements are necessitated by the negligence, misuse or neglect of a Member, in which case such expenses shall be charged to such Member.

Section 2. Additions, Alterations, and Improvements. Whenever, in the judgment of the Board of Directors, the common areas and facilities (other than limited common areas and facilities to a Unit) shall require additions, alterations or improvements costing more than five thousand dollars (\$5,000.00), and the making of such additions, alterations or improvement shall have been approved at an annual or special meeting of the Members and by those mortgagees holding mortgages constituting first liens upon ten (10) Units, the Board shall proceed with such additions, alterations or improvements and the expenses thereof shall be assessed as common expenses. Any additions, alterations or improvements costing five thousand dollars (\$5,000.00) or less may be made by the Board without approval of the Members or any mortgagees of the Units, and the expenses thereof shall be assessed as common expenses.

ARTICLE VII Fiscal Management

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on January 1, and end on December 31 of the year.

Section 2. Budget. The Board of Directors shall adopt a budget for each fiscal year, which shall include the estimated funds required to defray expenses and to provide and maintain funds for the following accounts and reserves in accordance with good accounting practice:

- (a) Current expense
- (b) Reserve for deferred maintenance
- (c) Reserve for replacement,

Provided, however that the Board of Directors may not increase any item of the budget to more than 110% of that item in the previous year's budget without majority approval of the Members.

Copies of the budget shall be sent to each Member on or before of each year.

Section 3. Assessment. Assessments against the Members for their respective shares of the items of the budget shall be made annually in advance, and shall accompany the copy of the budget sent to each member. Such assessment shall be due and payable in twelve (12) equal

installments due on the first day of each month during the fiscal year. If an annual assessment is not made as required by these Bylaws, an assessment shall be presumed to have been made in the amount of the last prior assessment and payments thereon shall be due upon each installment payment date until changed by an amended assessment. In the event that the annual assessment proves to be insufficient, the budget and assessments therefor may be amended at any time by the Board of Directors if the items of the amended budget do not exceed the limitations thereon for that year. Any item which does exceed such limitations shall be subject to the approval of the members as heretofore required. The unpaid assessments for the remaining portion of the fiscal year for which the amended assessment is made shall be due upon the date of the assessment or at such other time or times subsequent to the date of assessment as the Board of Directors may direct.

Assessments for proposed common expenses considered by the Board of Directors to be of an emergency or otherwise necessary nature which cannot be paid from the annual assessments for common expenses because they have not been provided for in the annual budget shall be made only after notice of the need therefor to the Members. Upon the vote of a majority of the Members, the assessment shall become effective, and shall be due after thirty days' notice in such manner as the Board of Directors may direct.

Section 4. Effect of Non-Payment of Assessment. If any assessment is not paid with ten days after it is due, the assessment shall bear interest from the due date at 12% per annum. If an assessment is not paid within thirty days after the due date, the Board of Directors may bring an action at law against the Member personally obligated to pay the same, or may bring an action to foreclose the lien against the Unit owned by that Member, and in any event the Member shall be liable for the amount of any unpaid assessment together with interest thereon at the highest legal rate, collection costs and a reasonable attorney's fee.

In addition to other remedies provided by law, if a lien is foreclosed by a suit of the Board of Directors, the Member shall be required to pay throughout the period of redemption a reasonable rental for the Unit.

Section 5. Approval of Payment Vouchers. Payment vouchers shall be approved by the Treasurer or his designee, provided that such designee is covered by the fidelity bonds required to be secured by the Board of Directors by Article III, Section 10 hereof.

ARTICLE VIII

Use of Property. Rules and Regulations

Section 1. Restrictions on Use of Units. In order to provide for congenial occupancy of the condominium and for the protection of the values of the Units, the use of the Property shall be restricted to, and shall be in accordance with the following provisions:

- (a) The Units shall be used for residences only.
- (b) The common areas and facilities shall be used only for the purposes for which they are intended in furnishing services and facilities for the enjoyment of the Units.
- (c) No nuisance nor any use or practice which is illegal or a source of annoyance to residents or which interferes with the peaceful possession and proper use of the Property by its residents shall be allowed.
- (d) Until the Declarant has completed and sold all of the Units the Declarant may make such use of the unsold Units and common areas as may facilitate such completion and sale, including but not limited to maintenance of a sales office, the showing of Units, and the display of signs.

Section 2. Rules and Regulations. Rules and Regulations concerning the use of the Units and the common areas and facilities may be made and amended from time to time by the board of Directors. Copies of such Rules and Regulations shall be furnished by the Board of Directors to each Unit owner prior to the time the same shall become effective. Initial Rules and Regulations are annexed hereto and made a part hereof as Schedule A. Such Rules and Regulations may be amended only by amending these Bylaws as hereinafter provided.

Section 3. Abatement and Enjoinment of Violations by Members. The violation of any Rule or Regulation adopted by the Board of Directors, or the breach of any Bylaw contained herein, or the breach of any provision of the Declaration, shall give the Board of Directors the right, in addition to any other rights set forth by these Bylaws:

- (a) To enter the Unit in which, or as to which, such violation or breach exists and to summarily abate and remove, at the expense of the Member who owns the Unit, any structure, thing, or condition that exists therein contrary to the intent and meaning of the provisions thereof, and the Board of Directors shall not thereby be deemed guilty in any manner of trespass; or
- (b) To enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any such violation or breach.
- (c) To levy a fine or fines against the Member for such violation or breach. The fine or fines shall be commensurate with the offense.
- (d) To Levy charges against any Member in the amount of damages sustained because of such violation or breach.

ARTICLE IX Mortgages

Section 1. Notice to Corporation. Any Member who mortgages his Unit, or the mortgagees of any Unit, shall file with the Secretary a conformed copy of the mortgage. Such copies shall be indexed and kept by the Secretary in a book entitled "Mortgages of Units."

Section 2. Notice of Unpaid Common Charges. The Corporation, whenever so required in writing by a mortgagee or prospective mortgagee of a Unit, shall promptly report any then unpaid Common Charges due from, or any other default by, the owner of the mortgaged Unit.

Section 3. Notice of Default. The Corporation, when giving notice to a Unit Owner of a default, shall send a copy of such notice to each holder of a mortgage covering such Unit at such name and address as theretofore has been furnished to the Association.

Section 4. Examination of Books. Each mortgagee of a Unit shall be permitted to examine the books of account of the Association at reasonable times, on business days, but not more often than once a month.

ARTICLE X Amendments

Section 1. Amendments. The Members may at any time amend these bylaws by a vote of 50% of the votes eligible to be cast, provided that no amendment shall be contrary to the provisions of Section 47-80 of the General Statutes of Connecticut. No amendment to these bylaws shall be valid unless it is worded as an amendment to the Declaration and is duly recorded in the Land Records.

Attest:

DEL FAVERO BUILDERS, INC.

BY: _____
Richard R DeFavero