

## MAPLE COURT HOME OWNERS' ASSOCIATION, INC.

Certificate of Incorporation

I, the Incorporator, certify that I hereby form a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

1. Name. The name of the corporation is Maple Court Home Owners' Association, Inc., hereafter called the "Association".

2. Activities and Purposes. The specific purposes for which the Association is formed are to provide for the maintenance and preservation of the Common Area, and Lots referred to in a certain Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the "Declaration") within the Properties (as defined in the Declaration) and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property and recorded or to be recorded in the office of the Town Clerk of the Town of Simsbury and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in

connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) engage in any other lawful act or activities for which corporations may be formed under the Nonstock Corporation Act of the State of Connecticut.

3. Non-Stock. The Association shall not have or issue shares of stock or pay dividends. No part of the earnings of the Association shall inure to the benefit of any individual provided that payment of reasonable compensation for services rendered and the granting of benefits to members in conformity with the purposes of the Association shall not be deemed a distribution of income.

4. Members. Every person or entity who is a record owner of a fee interest in any Residential Unit referred to in the Declaration, which is subject by covenants of record to assessment by the Association, including contract sellers, 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. Membership shall be appurtenant to and may not be separated from the ownership of any Residential Unit which is subject to assessment by the Association.

5. Voting Rights. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners referred to in the Declaration with the exception of the Declarant so long as it is a Class B member and shall be entitled to one vote for each Residential Unit owned. When more than one person holds an interest in any Residential Unit all such persons shall be members. The vote for such Residential Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Residential Unit, nor shall fractional votes be permitted.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Residential Unit (as defined

in the Declaration) owned. The Class B. membership shall continue so long as the Declarant owns at least one Residential Unit but in no event shall it extend beyond January 1, 1979 at which time the Class B membership shall cease and be converted to Class A membership.

6. Board of Directors. The activities, property and affairs of the Association shall be managed by a Board of Directors, as provided from time to time in the bylaws of the Association.

7. Dissolution. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association and all assets held upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, dedicate or dispose of all of the assets of the Association exclusively to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication or disposition is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization which shall at the time qualify as an exempt organization or organizations under any sections of the Internal Revenue Code of 1954 or of any future United States Internal Revenue Law under which the Association has qualified as an exempt organization, as the Board of Directors may determine to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions

of such covenants and deeds.

Under the penalties of false statement, I declare that the statements contained in this Certificate of Incorporation are true.

Dated at Hartford, Connecticut, this 25<sup>th</sup> day of May, 1977.

ENSIGN BICKFORD REALTY CORP.  
BY

*Edward A. Goldberg*  
Edward A. Goldberg, Vice President  
& Treasurer  
duly authorized

**FILED**  
STATE OF CONNECTICUT

AUG 4 1977

*John S. [Signature]* SECRETARY OF STATE  
By *[Signature]* Time 4 P.M.

franchise tax 30  
file 4  
Cent 12.50

46.50

REC & CC SENT 9-1-77 JM  
AUGUST TURNER & MORAN ESQS  
ROBERT R MORAN JR ESQ  
945 HOPMEADOW ST  
SIMSBURY CONN 06070