BYLAWS OF
THE COTTAGES AT COASTAL PINES HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is The Cottages at Coastal Pines Homeowners Association, Inc. (the "Association"). The principal office of the corporation shall be located at Kennebunk, Maine, but meetings of Members and directors may be held at such places within the State of Maine, County of York as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association," "Declarant," "Lot," "Member," and "Property" shall have the same meanings set forth in the Declaration of Covenants and Easements for The Cottages at Coastal Pines Subdivision dated December 10, 2021, and duly recorded in the York County Registry of Deeds at Book 18895, Page 902, as the same may be amended from time to time (the "Declaration").

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same date of the same month of each year thereafter, at the hour of 1:00 o'clock P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special Meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of any three Members.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast three of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her Lot.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of three (3) directors, who need not be Members of the Association.

Section 2. Declarant Control Period. Notwithstanding anything contained in these bylaws to the contrary, the Declarant shall have the sole and exclusive right to appoint the directors of the Association, until the earliest to occur of the following: a) the Declarant no longer owning any interest in and to the Property or b) Declarant's written notice to the Association of his election to transfer control to the Association. Upon the occurrence of either event, the Declarant shall call a special meeting of the Members, at which meeting the directors elected by the Declarant shall resign, and three new directors shall be elected: one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect a director for a term of three years. Provided nevertheless, that if at the time of turnover the Declarant retains any interest in the Property whatsoever, the Declarant shall elect one director at said meeting, who shall continue to serve as a director for so long as Declarant retains any such interest. If such is the case at the turnover meeting, the remaining two directors shall be elected for terms of one year and two years respectively.

During the Declarant Control Period, the Declarant may remove any director from the Board, with or without cause. During the period of Declarant Control, Members of the Association otherwise qualified hereunder, shall have non-voting membership, unless the provisions of this sentence expressly are waived relative to a particular issue by a writing signed by the Declarant. Upon Declarant turning control of the Association over to the Members as provided herein, Declarant shall file appropriate documents in the York County Registry of Deeds.

Section 3. Removal after Declarant Control Period. Following the Declarant Control Period, any director other than any director appointed by the Declarant may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of death, resignation, or removal of a director, his or her successor shall be selected by the remaining directors on the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No director shall receive compensation for any service rendered to the Association. However, directors may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION OF DIRECTORS FOLLOWING DECLARANT CONTROL PERIOD

Nomination for election to the Board of Directors following the Declarant Control Period shall be made by Members from the floor at the annual meeting.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any 2 directors, after not less than 3 days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of any portion of the Property owned by the Association, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any charge or assessment levied by the Association;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from 3 consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such statement is requested in writing by any two Members.

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) fix assessments as set forth in the Declaration;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any charge or assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states a charge or assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) take such other action as the Declaration provides.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a president who shall at all times be a Director on the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members. Provided however, that during the Declarant Control Period, the Directors appointed by the Declarant shall appoint all of the officers of the association as the Declarant shall so direct.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for the term for which he or she was elected, unless such officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) **PRESIDENT.** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out and shall execute any written instruments on behalf of the Association as may be required.

(b) **SECRETARY.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and such other duties as required by the Board.

(c) **TREASURER.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting and deliver a copy of each to the Members.

ARTICLE IX
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XI
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Schedule 2

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

File No. 20220246ND Pages 6
Fee Paid $ 40
DCN 2213442220016 ARTI
---FILED---
12/09/2021

Julie L. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-B MRSA §403, the undersigned incorporator(s) execute(s) and deliver(s) the following Articles of Incorporation:

FIRST: The name of the corporation is The Cottages at Coastal Pines Homeowners Association, Inc.

SECOND: ("X" one box only. Attach additional page(s) if necessary.)

☐ The corporation is organized as a public benefit corporation for the following purpose or purposes:

☑ The corporation is organized as a mutual benefit corporation for all purposes permitted under Title 13-B or, if not for all such purposes, then for the following purpose or purposes:

SEE EXHIBIT A

THIRD: The Registered Agent is a: (select either a Commercial or Noncommercial Registered Agent)

☑ Commercial Registered Agent CRA Public Number: P10436

Bergen & Parkinson, LLC
(name of commercial registered agent)

☐ Noncommercial Registered Agent

(name of noncommercial registered agent)

(physical location, not P.O. Box – street, city, state and zip code)

(mailing address if different from above)

FOURTH: Pursuant to 5 MRSA §108.3, the new commercial registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.

Form No. MNPCA-6 (1 of 3)

Mon Dec 13 2021 10:21:01

FIFTH: The number of directors (not less than 3) constituting the initial board of directors of the corporation, if the number has been designated or if the initial directors have been chosen, is 3.

The minimum number of directors (not less than 3) shall be 3 and the maximum number of directors shall be 3.

SIXTH: Members: ("X" one box only.) See Exhibit B.

☐ There shall be no members.
☑ There shall be one or more classes of members and the information required by 13-B MRSA §402 is attached.

SEVENTH: **(Optional)** ☐ (Check if this article is to apply.)

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

EIGHTH: **(Optional)** ☑ (Check if this article is to apply.)

Other provisions of these articles including provisions for the regulation of the internal affairs of the corporation, distribution of assets on dissolution or final liquidation and the requirements of the Internal Revenue Code section 501(c) are set out in Exhibit C attached hereto and made a part hereof.

Incorporators

Gretchen Mueller
(signature)

Gretchen Mueller
(type or print name)

(signature)

(type or print name)

(signature)

(type or print name)

Dated 12/8/2021

Street 62 Portland Road, Suite 25
(address)

Kennebunk, ME 04043
(city, state and zip code)

Street
(address)

(city, state and zip code)

Street
(address)

(city, state and zip code)

Form No. MNPCA-6 (2 of 3)

For Corporate Incorporators*

Name of Corporate Incorporator _____

By _____ (signature of officer)

_____ (type or print name and capacity)

Street _____ (principal business location)

_____ (city, state and zip code)

Name of Corporate Incorporator _____

By _____ (signature of officer)

_____ (type or print name and capacity)

Street _____ (principal business location)

_____ (city, state and zip code)

***Articles are to be executed as follows:**

If a corporation is an incorporator (13-B MRSA §401), the name of the corporation should be typed or printed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation, not the person signing the articles, certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to: **Secretary of State**
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752 Email Inquiries: CEC.Corporations@Maine.gov

Form No. MNPCA-6 (3 of 3) Rev. 9/6/2018

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EXHIBIT "A"

ARTICLES OF INCORPORATION
OF
THE COTTAGES AT COASTAL PINES HOMEOWNERS ASSOCIATION, INC.

The Corporation is organized for the purposes of acting as a homeowners association generally, administering the operation and management of that certain real property known and referred to as The Cottages at Coastal Pines Subdivision (the "Subdivision") as depicted on certain Plans recorded in the York County Registry of Deeds at Plan Book 420, Pages 25-26 ("Plans"), pursuant to a certain Declaration of Covenants and Easements of The Cottages at Coastal Pines Subdivision to be recorded in said Registry ("Declaration"), and, further, undertaking and performing all actions and duties incident thereto and in accordance with the terms, provision and conditions of the Declaration.

Mon Dec 13 2021 10:21:01

EXHIBIT "B"

ARTICLES OF INCORPORATION
OF
THE COTTAGES AT COASTAL PINES HOMEOWNERS ASSOCIATION, INC.

The record owners of lots within the Subdivision ("Lot" or "Lots") shall be Members of the Corporation. Membership shall be established by acquisition of ownership of fee title to a Lot and the recordation in the York County Registry of Deeds of the deed or other instrument establishing such acquisition and designating the Lot affected thereby and by the delivery to the Corporation of a true copy of such recorded deed or other instrument. The new owner designated in such deed or other instrument shall thereupon become a Member of the Corporation and the membership of the prior owner or owners as to the Lot designated shall be irrevocably and automatically terminated.

On all matters to which the Members of the Corporation shall be entitled to vote, there shall be only one vote for each Lot. When more than one Lot owner holds an interest in any Lot, the vote for such Lot shall be exercised as they among themselves determine by majority, but in no event shall more than one vote be cast with respect to any Lot. If the Lot owners disagree equally, one half vote shall be voted for the pending issue, and one half vote shall be voted against it.

During the period when the declarant of the Declaration owns all or any portion of the Subdivision, Members shall have non-voting memberships unless granted in writing by the said Declarant.

EXHIBIT "C"

ARTICLES OF INCORPORATION
OF
THE COTTAGES AT COASTAL PINES HOMEOWNERS ASSOCIATION, INC.

Declarant of the Declaration shall have the sole and exclusive right to appoint officers and directors of the Association so long as the declarant has title to any portion of the Subdivision or until declarant voluntarily transfers control of the Corporation to the Members, whichever occurs first.

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual except as permitted under section 528(c)(1)(D) of title 26 of the U. S. Code.