

BY-LAWS
OF
THE ORANGE BLOSSOM ESTATES ASSOCIATION

ARTICLE I

DEFINITIONS

The definitions contained in Article I of the Declaration of Covenants and Restrictions for Orange Blossom Estates, Merrimack, New Hampshire, which Declaration is recorded in the Hillsborough County Registry of Deeds at Volume , Page / , shall apply to these By-Laws and are incorporated herein by reference.

ARTICLE II

LOCATION

The principal office of the Association shall be located in Merrimack, County of Hillsborough, State of New Hampshire.

ARTICLE III

MEMBERSHIP

1. The provisions of Article III of the above-mentioned Declaration as it applies to membership in the Association shall apply hereto and are incorporated herein by reference.

2. The rights of membership are subject to the payment of the annual assessment levied by the Association, the obligation of which assessments is imposed against each Lot.

3. The membership rights of any person whose interest in The Properties is subject to assessment under paragraph 2 above, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Land, and the personal conduct of any person thereon, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE IV

PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON LAND

Each Owner shall have in common with other Owners a right and easement of enjoyment in and to the Common Land as provided by Article III of the Declaration which is incorporated herein by reference.

ARTICLE V

ASSOCIATION PURPOSES AND POWER

The Association has been organized for the purposes set forth in Article II of the Articles of Agreement of The Orange Blossom Estates Association which is incorporated herein by reference.

ARTICLE VI

BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a board of three (3) directors who must be Owners. Initial Board of Directors shall consist of three (3) directors who shall hold office until the election of their successors. Beginning with the first annual meeting as provided for herein the Owners at each annual meeting shall elect one (1) director for a term of three (3) years.

2. Vacancies in the Board of Directors shall be filled by the major of the remaining directors, with any such appointed director to hold office until his successor is elected by the Owners.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall have the power:

(a) To call a special meeting of the Lot Owners as deemed necessary or to call a special meeting of the Lot Owners upon the written request of one-fourth ($1/4$) of the Lot Owners.

(b) To appoint and remove all officers, agents and employees of the Association, prescribe their duties, and fix their compensation.

(c) To levy against each Lot and collect from the Lot Owners appropriate assessments.

(d) To adopt and publish rules and regulations governing the use of the Common Land and the conduct of persons thereon.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those specifically otherwise reserved.

2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of its acts and the corporate affairs, and to present a statement thereof to the Lot Owners meetings of the Lot Owners.

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

(c) To fix the amount of the assessment against each Lot for each assessment period of at least thirty days in advance of the beginning date of such period and to send written notice of each assessment to each Lot Owner.

(d) To issue, upon request by any Lot Owner, a certificate setting forth evidence of payment of the assessment levied; such certificate shall be conclusive evidence that the assessment stated therein has been paid.

ARTICLE VIII

DIRECTORS' MEETINGS

1. Regular meetings of the Board of Directors shall be held on the second Tuesday of each month; provided, that the Board of Directors may, by resolution, change the day and frequency of holding such regular meetings.
2. Special meetings of the Board of Directors shall be held when called by any two directors after notice to each Director.
3. A majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE IX

OFFICERS

1. The officers shall include a president, a vice-president, a secretary and a treasurer. The president and the vice-president shall be members of the Board of Directors.
2. The officers shall be chosen by a majority vote of the Board of Directors.
3. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out; and, shall sign all notes, checks, and other written instruments and documents.
4. The vice-president shall perform the duties of the president in his absence.
5. The secretary shall be ex officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings of the Board of Directors, shall keep the records of the Association, and shall record in a book kept for said purpose the names of all of the Lot Owners of the Association together with their addresses.

6. The treasurer will receive and deposit in an appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of any approved budget duly adopted by the Board of Directors. The treasurer shall also maintain proper books of account and shall prepare an annual budget and an annual balance sheet statement which shall be presented to the Lot Owners at the regular annual meeting.

ARTICLE X

MEETINGS OF LOT OWNERS

1. The regular annual meeting of Lot Owners shall be held on the second Tuesday of the month of January in each year; if the day for the annual meeting of the Lot Owners shall fall upon a holiday, the meeting will be held on the first day following which is not a holiday.
2. Special meetings of the Lot Owners may be called at any time by the President or by any two or more members of the Board of Directors, or upon written request of one-fourth (1/4) of the Lot Owners.
3. Notice of meetings shall be given to the Lot Owners by the secretary.
4. The presence at a meeting of the Lot Owners of one-fourth (1/4) of the total number of Lot Owners shall constitute a quorum for any action governed by these By-Laws.

ARTICLE XI

BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any Lot Owner.

ARTICLE XII

CORPORATE SEAL

The association shall have a corporate seal including the words:
The Orange Blossom Estates Association.

ARTICLE XIII

AMENDMENTS AND CONFLICTS

1. These By-Laws may be amended, at a regular or special meeting of the Lot Owners, by a vote of a simple majority of the Lot Owners, provided that any provisions of these By-Laws which are governed by the Articles of Agreement of the Association may not be amended except as provided in the

Articles of Agreement or applicable law; and, provided further, that any provisions of these By-Laws which are governed by the Declaration of Covenants and Restrictions for Orange Blossom Estates may not be amended except as provided in said Declaration.

2. In the case of any conflict between the Articles of Agreement and these By-Laws, the Articles of Agreement shall control; and, in the case of any conflict between the Declaration of Covenants and Restrictions and these By-Laws, the Declaration of Covenants and Restrictions shall control.

IN WITNESS WHEREOF, we, being the Directors of The Orange Blossom Estates Association, have hereunto set our hands this _____ day of _____, 1980.

