

RESOLUTION 2009-01

AMENDMENT TO THE BY-LAWS

FOR

WELLINGTON MANOR HOMEOWNERS ASSOCIATION, INC.

THIS AMENDMENT to the By-Laws for Wellington Manor Homeowners Association, Inc. (the "Association") is made this 6th day of November, 2009 by the Association, a Non-Profit Corporation of New Jersey (the "Association"), by and through its Board of Trustees (the "Board"), having a mailing address of c/o Quinn & Storey, Inc. 3250 Princeton Pike, Lawrenceville, New Jersey 08648 and.

WHEREAS, the Association, Inc. (the "Association") was established and exists by virtue of a certain Declaration of Covenants, Conditions, Easements and Restrictions dated September 25, 2002 and recorded on October 7, 2002, in the Mercer County Clerk's Office in Deed Book 4383, Page 1 et. seq., (the "Declaration"); and

WHEREAS, the Articles of Incorporation, Article IV, provides that the Association shall promote the health, safety and welfare of the Members and shall have the following powers (a) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and the By-Laws of the Association, as the same may be amended from time to time as therein provided, said Declaration and By-Laws being incorporated herein as if set forth at length; and

WHEREAS, the Articles of Incorporation, Article VI, provides that The affairs of the Association shall be managed by a Board of Trustees (the "Board"); and

WHEREAS, By-Laws Article XIII outlines the requirements for amending the By-Laws and states that, "These By-Laws may be amended, at a regular Annual Meeting or Special Meeting of the Members by a vote of a majority of the Members."; and

WHEREAS, Declaration, Article VIII Section 1 provides that "Every Owner of a Lot (including the Declarant, its successors and assigns) shall be a Member of the Association and such membership shall be appurtenant to and shall not be separated from ownership of any Lot. The Owner of a Lot shall become subject to this Declaration immediately upon such Owner's acquisition of fee title to his Lot." ; and

WHEREAS, Declaration, Article VIII Section 2 provides that "Each Lot shall be entitled to one (1) vote and the By-Laws, Article II, Section 1 provide that "Each Member of the Association shall be entitled to one vote for all purposes under the Declaration equal to the number of Lots owned by such Member." ; and

WHEREAS By-Laws, Article III Section 3 provides that "Written notice of each Annual Meeting or Special Meeting (collectively a "Meeting") of the Members shall be given by, or at the discretion of, the Secretary of the Association or other person authorized to call the Meeting, by mailing or causing to be personally delivered a copy of such notice at least ten (10) days before such Meeting to each Member entitled to vote thereat addressed to (or hand delivered to a responsible person) at the Member's address last appearing on the books of the Association, or supplied by such Member of 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 Special Meeting." ; and

WHEREAS By-Laws, Article III, Section 4 provides " The presence at the Meeting of Members entitled to cast, or of Members's proxies entitled to cast, at least twenty-five percent (25%) for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws shall constitute a quorum. If, however, such quorum shall not be present or represented at any Meeting, the Members entitled to vote thereat shall have the 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 represented.” ; and

WHEREAS By-Laws, Article III, Section 5 provides “ At all Meetings of Members, each Member may vote either in person, by proxy or absentee or mailed ballot. 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 Lot.”; and

~~**WHEREAS**, the Board of Trustees determined that the Association and its Members would benefit from having more homeowner influence and control over the Association and clear delineations of authority for the Board of Trustees; and~~

WHEREAS, a membership meeting was held by the Association on February 11, 2008; and

WHEREAS, at the February 11, 2008 membership meeting, a quorum being present, at least twenty-five percent (25%) of all votes entitled to be cast by the Association’s membership, either in person, or by proxy, voted in favor of amending, modifying and supplementing the By-Laws as set forth herein;

NOW, THEREFORE the Association hereby amends, modifies and supplements the Association’s By-Laws as follows:

1. By-Laws Article III, Section 1, Paragraph (b) is hereby stricken and replaced with the following:

Subsequent regular annual meetings of the Members shall be held during the month of May each year thereafter.

2. The By-Laws Article IV, Section 3 is hereby amended to add Subsection 3A:

3A Only Association Members (as defined in Association Declaration Article VIII, Section 1) may run for or serve upon the Association's Board of Trustees. Members shall be barred from serving on the Association Board of Trustees so long as anyone they reside with is serving on the Board of Trustees.

3 By-Laws Article IV, section 4 is hereby stricken and replaced with the following:

REMOVAL/VACANCY. Any Trustee may be removed from the Board of Trustees, with or without cause by a majority of the Members of the Association voting for such removal. ~~Trustee vacancies arising because of removal or any other reason shall be filled by a vote of~~ the Association Members at a special meeting held between 30 and 60 days after the vacancy arises; such replacement Trustees shall serve for the unexpired term of his or her predecessor.

4. By-Laws Article VI, section 3 is hereby stricken and replaced with the following:

Section 3 QUORUM/ VOTE REQUIRED TO ACT. A majority of the Trustees shall constitute a quorum for the transaction of business. However the Board of Trustees may only act if a majority of the entire Board of Trustees votes in favor of the proposed action. For example, assuming a five person Board, although the presence of three Board Members would constitute a quorum, all three would have to vote in favor of any proposed action for the vote to be effective.

5. By-Laws Article IX is hereby amended to add:

~~The Board shall determine each committee's mission and responsibilities, consistent with applicable provisions of the Declaration and By-laws, and appoint its members and chair. However, notwithstanding anything else, no one may serve on the Disputes Resolution Committee, Architectural Review Committee or Covenants Committee as long as they reside with an Association Trustee.~~

All other terms and conditions of the By-Laws shall remain in full force and effect.

Notwithstanding the full execution of this Amendment, this Amendment shall not take effect until recorded in the Mercer County Clerk's Office.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the By-Laws of Wellington Manor Homeowners' Association, Inc. the day and year listed above.

Wellington Manor Homeowners'
Association, Inc.

By: Sanford B. Bing, President

NOW THEREFORE, Sanford B. Bing, the President of the Wellington Manor Homeowners' Association, Inc., based on the authority granted by the Association's By-laws, Declaration, and the membership vote reflected above, hereby submits this amendment for recordation in the Mercer County Clerk's Office.

Wellington Manor Homeowners'
Association, Inc.

Sanford B. Bing, President

McGovern Legal Services, LLC
P.O. Box 1111, New Brunswick, N.J. 08903-1111
Phone (732) 246-1221 Facsimile (732) 246-1872
Physical Address: 850 Route 1, North Brunswick, N.J. 08902
www.TheAssociationLawyers.com

November 23, 2009

Al Pellegrino, Property Manager
P&A Management
120 Route 156
Hamilton, NJ 08620

Re: Wellington Manor at Hopewell Homeowners Association, Inc.

Dear Al:

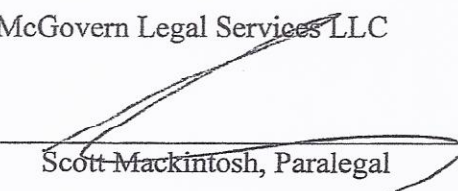
Enclosed please find a copy of the recorded Amendment to the Bylaws.

If you have any questions please contact this office.

Thank you.

Sincerely,

McGovern Legal Services LLC

By: 
Scott Mackintosh, Paralegal

cc: Francis J. McGovern, Jr., Esquire

NOV 23 2009

Mercer County Clerk's Office

Return To:

MCGOVERN LEGAL SERVICES
850 ROUTE 1 NORTH
P O BOX 1111
NEW BRUNSWICK NJ 08903-1111

WELLINGTON MANOR HOMEOWNERS
ASSN INC
WELLINGTON MANOR HOMEOWNERS
ASSN INC

Index DEEDS

Book 06026 Page 0144

No. Pages 0007

Instrument MISC DEEDS

Date : 11/12/2009

Time : 11:51:03

Control # 200911120555

INST# RD 2009 039954

Employee ID JANGOTTI

RECORDING	\$	25.00
RECORDING	\$	35.00
DARM \$3	\$	18.00
NMD1PA	\$	12.00
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RECEIVED
NOV 20 2009
BY: _____

Total: \$ 90.00

SCANNED
DATE 11/20/09

STATE OF NEW JERSEY
Mercer County Clerk's Office

*****PLEASE NOTE*****
* DO NOT REMOVE THIS COVER SHEET - *
*IT CONTAINS ALL RECORDING INFORMATION *

Paula Sollami-Covello
Mercer County Clerk



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Wellington Manor Homeowners Association
P&A Management, Inc.
120 Route 156 Hamilton, New Jersey 08620
Voice: 609-581-5810 Fax: 609-581-5807

December 3, 2009

Re: Bylaw Amendments

Dear Homeowners:

We have enclosed a copy of the recorded bylaw amendments. The enclosed amendments must be attached to your public offering statement (prospectus you received at closing) as they represent legal changes to the original document.

Should you have any questions, please feel free to contact our office at any time.

Sincerely,

Albert L. Pellegrino, ARM, CMCA, AMS
P & A Management, Inc.
Managing Agents

ALP: tm

Encls.