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STATE OF NEW YORK SULLIVAN COUNTY SS. FILED ON THE 11 DAY OF MAY 1969 AT 11:28 AM IN THE CLERK'S OFFICE AT PAGES 12		CERTIFICATE OF INCORPORATION OF THE KIAMESHA SHORES PROPERTY OWNERS ASSOCIA- TION, INC. Pursuant to the Membership Corporations Law.	
AND EXAMINED		April 15, 1969	
MICHAELSON & GELLMAN ATTORNEYS AT LAW 270 BROADWAY MONTICELLO, NEW YORK 12701 AREA CODE 914 794-8220			

STATE OF NEW YORK
DEPARTMENT OF REVENUE
FILED MAY 19 1969
TAX \$ 50.00
FILING FEE \$ 5.00
MICHAELSON & GELLMAN
ATTORNEYS AT LAW
270 BROADWAY
MONTICELLO, NEW YORK 12701
AREA CODE 914 794-8220

CERTIFICATE OF INCORPORATION
OF

THE KIAMESHA SHORES PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to the Membership Corporation Law.

In compliance with the requirements of Article II §10 of the Membership Corporation Law of the State of New York, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is The Kiamesha Shores Property Owners Association, Inc., hereafter called "Association".

ARTICLE II

The territory in which the operations of the Association are principally to be conducted is in the Hamlet of Kiamesha Lake, Town of Thompson, Sullivan County, New York. The principal office of the Association is located in the Hamlet of Kiamesha Lake, Town of Thompson, Sullivan County, New York.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property located in the Hamlet of Kiamesha Lake, Town of Thompson, Sullivan County, New York and to promote the health, safety and welfare of the residents within the above 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 that certain

Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the County of Sullivan and as the same may be amended from time to time as therein provided.

(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 non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, or consolidation shall have the assent of two-thirds (2/3) of each class of members. Consent of members is not required for any annexation within ten years from the date of incorporation;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Membership Corporations Law of the State of New York by law may now or hereafter have or exercise.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot 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 ownership of any Lot which is subject to assessment by the Association.

ARTICLE V

VOTING RIGHTS

The Association shall have two classes of voting membership.

CLASS A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

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 Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on July 1, 1973.

3

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of six (6) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Manuel Bogner	PO Box 528, Monticello, New York
Gerald H. Seitel	PO Box 528, Monticello, New York
Charles Rappaport	PO Box 528, Monticello, New York
Arthur Mautner	PO Box 528, Monticello, New York
Ralph Daubenspeck	PO Box 528, Monticello, New York
Walter W. Fisher	PO Box 528, Monticello, New York

At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the members shall elect two directors for a term of three years.

ARTICLE VII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

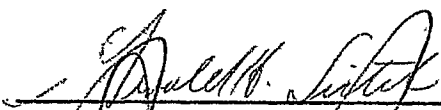
ARTICLE X

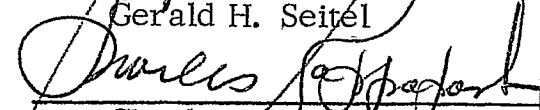
FHA/VA APPROVAL


As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

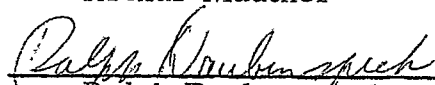
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of New York, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 15th day of April, 1969.

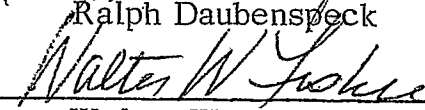

Manuel Bogner


Gerald H. Seitel


Charles Rappaport


Arthur Mautner


Ralph Daubenspeck


Walter W. Fisher

5

STATE OF NEW YORK)
) ss:
COUNTY OF SULLIVAN)

On this 15th day of April, 1969, before me personally came Manuel Bogner, Gerald H. Seitel, Charles Rappaport, Arthur Mautner, and Walter W. Fisher, Ralph Daubenspeck, to me known and known to me to be the same persons described in and who executed the foregoing certificate of incorporation and they thereupon severally duly acknowledged to me that they had executed the same.

Nancy Reed
Notary Public
NANCY REED
Notary Public, State of New York
Sull. Co. Clerk's #1069
Comm. Expires March 30, 1970

STATE OF NEW YORK)
) ss:
COUNTY OF SULLIVAN)

I, William Deckelman, a Justice of the Supreme Court of the Third Judicial District, do hereby approve the foregoing certificate of incorporation and consent that the same be filed.

Dated: Monticello, New York
April 30, 1969

William Deckelman
Justice of the Supreme Court

STATE OF NEW YORK)
) ss:
COUNTY OF SULLIVAN)

HERMAN A. MACHSON, being duly sworn, deposes and says that he is the attorney for the subscribers to the annexed certificate of incorporation, and that no previous application for the approval of the certificate by any Justice of the Supreme Court has ever been made.

Sworn to before me this
15th day of April, 1969.

Herman A. Machson

Nancy Reed
Notary Public
NANCY REED
Notary Public, State of New York
Sull. Co. Clerk's #1069
Comm. Expires March 30, 1970

SUPREME COURT : SULLIVAN COUNTY

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In the Matter of the Application for Approval
of the Certificate of Incorporation of

THE KIAMESHA SHORES PROPERTY
OWNERS ASSOCIATION, INC.,

NOTICE OF
APPLICATION

a membership corporation
-----x

TO THE ATTORNEY GENERAL OF THE STATE OF NEW YORK:

PLEASE TAKE NOTICE, that the annexed certificate of incorporation will be presented to Mr. Justice William Deckelman, a Justice of the Supreme Court of the State of New York, for his approval on the 25th day of April, 1969, at 10 o'clock in the forenoon of that day, at the Chambers of the said Justice in the County Courthouse, located at Monticello, Sullivan County, New York.

PLEASE TAKE FURTHER NOTICE, that said Certificate of Incorporation of The Kiamesha Shores Property Owners Association, Inc., a membership corporation, for which approval is sought, specifies among its purpose the formation of a property owners association.

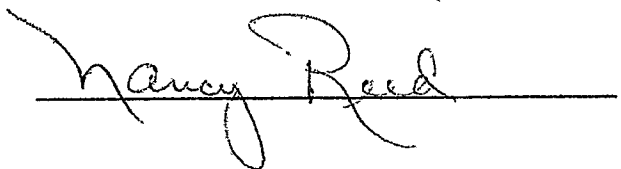
Dated: April 15, 1969

MACHSON & GELLMAN, ESQS.
Attorneys at Law
270 Broadway - P. O. Box 329
Monticello, New York 12701
Tel: 914-794-8220

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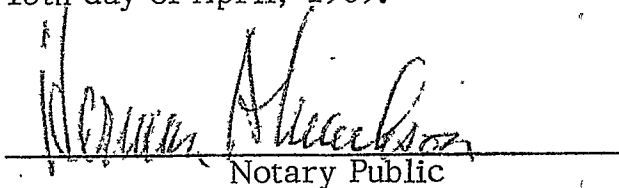
STATE OF NEW YORK)
) ss:
COUNTY OF SULLIVAN)

NANCY REED, being duly sworn, deposes and says, that deponent is over 18 years of age and resides at Glen Spey, New York. That on the 15th day of April, 1969 deponent served the within Notice of Application and Articles of Incorporation upon Hon. Louis J. Lefkowitz, Attorney General of the State of New York at the State Capitol, Albany, New York, the address designated for that purpose by depositing a true copy of same enclosed in a postpaid properly addressed wrapper, in an official depository under the exclusive care and custody of the United States post office department within the State of New York.



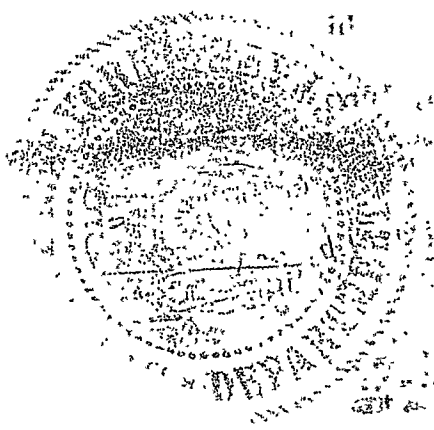
Sworn to before me this

15th day of April, 1969.


Notary Public

HERMAN A. MACHSON
Notary Public for State of New York
Sullivan County Clerk's No. 194
Term Expires March 20, 1970

OVER 12 PAGE 20



STATE OF NEW YORK
DEPARTMENT OF STATE
A TRUE COPY OF THE ORIGINAL
FILED IN THIS OFFICE ON
MAY 13 1969
WITNESS MY HAND AND OFFICIAL
SEAL OF THE DEPARTMENT OF
STATE ON THE DATE AFORESAID
SIGNED,
SECRETARY OF STATE

A true record entered AUG 11 1969
11:28 A.M. Millicent C. Flynn, Clerk