

AMENDED AND RESTATED BY-LAWS
of
ROSEWOOD ESTATES SUBDIVISION HOMEOWNERS ASSOCIATION
The Town of North Kingstown
State of Rhode Island

ARTICLE 1

NAME

The name of the corporation is the ROSEWOOD ESTATES SUBDIVISION HOMEOWNERS ASSOCIATION.

ARTICLE 2

PURPOSES AND OBJECTS

In clarification of the purposes for which the Non-business Corporation has been formed as set forth in the articles of incorporation, the purposes and objects are as follows:

- A. To develop a community designed for safe, healthful and harmonious living.
- B. To promote the collective and individual property and civic interests and rights of all persons, firms and corporations owning property at Rosewood Estates Residential Subdivision as said property is shown on that certain map entitled:

That certain tract or parcel of land located in the Town of North Kingstown, County of Washington, State of Rhode Island designated as Record Lots 1 through 42, inclusive; on that Plat of "ROSEWOOD ESTATES A RESIDENTIAL SUBDIVISION IN NORTH KINGSTOWN, R.I. ASSESSOR'S PLAT 126, LOT 3 AND A PORTION OF LOT 5, PREPARED BY DIPRETE ENGINEERING ASSOCIATES, INC. FOR R & S INVESTMENTS, INC. SCALE 1" = 80 Feet" dated October 12, 1999 and recorded in the Land Evidence Records of the Town of North Kingstown on October 19, 2000, Plat 1671 in Hanging File 286.

- C. To care for the improvements and maintenance of facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above-described plan of the land known as Rosewood Estates Cluster Subdivision which now exist or which many hereafter be installed or constructed therein.

D. To cooperate with the owners of all vacant and unimproved lots and plots now existing or that hereafter shall exist in the tract in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the tract and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots and plots as many be necessary to desirable to keep them from becoming such nuisance and detriment.

E. To aid and cooperate with members of this non-business corporation and all property owners in the tract of the enforcement of such conditions, covenants and restrictions on the appurtenant to their property as are now in existence, as well as any other conditions, covenants and restrictions as shall hereafter be approved by a majority vote of the members of the corporation.

F. In general, but in connection with the foregoing, to do any and all things necessary to promote the general fare of the residents and owners of any portions of Rosewood Estates Cluster Subdivision and their property interests therein.

G. To exercise any and all powers that may delegated to it from time to time by the owners of real property in the plat.

H. Carry out the Maintenance Procedures as found in Addendum A to these By Laws.

ARTICLE 3

MEMBERSHIP

1. The corporation shall be organized as a non-business corporation without capital stock and mandatory membership shall be evidenced by record ownership in the Land Evidence Records of North Kingstown, Rhode Island, including ownership of premises on that plat entitled, Rosewood Estates Cluster Subdivision, North Kingstown, Rhode Island, owned by R & S Investments, Inc., hereinafter referred to in these By-Laws as the Plat and also evidenced by a certificate of membership which shall be in a form approved by the members.

2. Membership shall only attach to those as known as Lot 1 through Lot 42 inclusive, on the Plat entitled, Plan of Land Rosewood Estates Cluster Subdivision otherwise known as Tax Assessor's Plat 126, Lot 3 and a portion of Lot 5.
3. Only person owning real property in the Plat or owning stock in a corporation owning real property in such Plat and plan of land, their successors and/or assigns, shall be a member.
4. Where two or more persons are the joint owners of real property in North Kingstown, one and only one, shall be a member. Where two or more persons are stockholders in a corporation owning real property in such plat and subdivision, one and only one, shall be a member.
5. Each member shall be entitled to one vote for each lot owned by him/her in Rosewood Estates Cluster Subdivision North Kingstown, or in the case of a member owning stock in a corporation owning lots on said plat, such member shall be entitled to one vote for each lot owned by said corporation. Voting membership does not accrue until the developer sells its last lot. R & S Investments, Inc. shall hold all voting membership until the last lot is transferred from the developer, at that time voting membership shall be distributed to all lot owners.
6. Membership is transferred by the assignment or sale or by inheritance or testament upon the death of the owner and all rights of membership belonging to the former owner shall inure to the assignee, vendee, heir, or legatee of the lot or lots in Rosewood Estates Cluster Subdivision North Kingstown, Rhode Island.
7. In the event of a foreclosure sale by a mortgagee of a lot on said plat, the certificate of membership shall be transferred to the purchaser at the foreclosure sale. The previous owner will so endorse the transfer of the certificate of membership; however, in the absence of such endorsement by the previous owner, the secretary of this corporation is authorized to execute and effect the transfer of said membership.

8. Place of Meeting: The place of meetings of the members shall be determined from time to time by the Board of Directors and the place at which such meeting shall be held shall be stated in the notice and call of meeting.

9. Annual Meeting: The annual meeting of the members of the corporation shall be held in June each year. At each regular annual meeting of the members, the directors of the corporation shall be elected for the term of the ensuing year, and the officers of the corporation shall present the annual report to membership. In the event that any regular annual meeting of the members is not held in the month of June, the next meeting of the members shall be deemed to be the regular annual meeting, and the notice or waiver of notice of such meeting shall set forth that it is the regular meeting.

10. Special Meetings: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or in his/her absence by any Vice-President, or by a majority of the Board of Directors, and shall be called at any time by the President upon the request of the members owning at least twenty-five (25%) percent of the lots in Rosewood Estates Cluster Subdivision North Kingstown. Business transacted at all special meetings shall be confined to the objects stated in the call.

11. Notice of Meetings: Notice of every meeting of the members shall be given by any officer to each member by leaving such notice at each member's residence, or by e-mailing to the e-mail address on the books of the corporation, or by mailing, postage prepaid and addressed to each such member at his/her address as it appears on the books of the corporation, at least five (5) days prior to the meeting, a notice setting forth the time and place of the meeting. If the meeting is a special meeting, the notice shall state generally the business to come before the meeting. No notice of the time, place or purpose of any meeting of the members shall be required if every member of record is present or if such members of record are not present, waive notice in writing.

12. The presence of fifty (50%) percent of the members of the corporation in person or by proxy shall be necessary to constitute a quorum at the meetings of the members. When a quorum is present at any meeting, a majority of the members represented thereat shall decide any questions brought before such meeting. In the absence of a quorum, those present may adjourn the meeting from day to day, but until a quorum is secured, no business shall be transacted.

13. Proxies: Any member entitled to vote may be represented at any regular meeting or special meetings of the members by a duly executed proxy. Proxies shall be either (i) an instrument in writing authorizing such proxy to act and signed by the member with no attestation required and dated no earlier than the date on which notice of the meeting was given; or (ii) an electronic alternative to execution of a written instrument (e.g., e-mail) authorizing the proxy to act sent to any Director, which authorization is received not more than 30 days before the meeting. Any vote duly taken by the members utilizing proxies pursuant to the terms set forth herein prior to the date hereof, are hereby ratified, confirmed and approved in all respects.

14. Officer's Meetings: The President, if present, shall preside at all meetings of the members. In his absence, the next officer in due order who may be present shall preside. For the purpose of these By-Laws, the due order of the officers shall be as follows:

President
Vice-President
Secretary
Treasurer

The secretary of the corporation shall keep a true and faithful record of the proceedings of all members' and directors' meetings.

15. Order of Business: The order of business at the annual meeting of the members, and insofar as practicable at all other meetings of the members, shall be as follows:

1. Calling of Roll
2. Proof of Due Notice of Meeting
3. Reading and disposal of any unapproved Minutes
4. Annual Report of Officers and Committees
5. Election of Directors
6. Unfinished Business
7. New Business
8. Adjournment.

ARTICLE 4

BOARD OF DIRECTORS

1. Number and authority: The business and affairs of this corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) members. The first Board of Directors shall be elected by the incorporators and need not be members of the corporation. Thereafter, all of the Board shall consist of members of the corporation.
2. Vacancies: Any vacancy occurring in the membership of the Board of Directors may be filled for his/her unexpired term by a majority vote of the remaining members. In the event that the membership of said Board of Directors falls below the number necessary to constitute a quorum, a special meeting of the members shall be called, and such number of directors shall be elected thereat as is necessary to restore the membership of said board to its full number.
3. Regular Meetings: Regular meetings of the Board of Directors may be held without notice at any place as the Board of Directors may from time to time designate.
4. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President, or in his/her absence, by any Vice-President or by any two Directors, to be held at any place as the Directors may from time to time designate. Special meetings may be held at any time and in any place, without notice, by unanimous consent of the Directors.
5. Notice of Meetings: The secretary or any other officer, shall notify each member of the Board of all regular or special meetings, by e-mailing or mailing to each member at his/her last known e-mail or

post office address, as applicable, at least five (5) days prior to the date set for such meeting, a written notice or printed notice thereof giving the time and place and in the case of special meetings, the object thereof and no business shall be considered at a special meeting other than that set forth in such notice. No failure of irregularity of notice of any regular meeting shall invalidate the same or any proceeding thereof. No notice of the time, place, or purpose of any meeting of the directors shall be required if every director is present, or if such directors are not present, waive such notice in writing.

6. Quorum: The majority of the Board of Directors shall constitute a quorum and a majority of the members in attendance at any Board Meeting shall, in the presence of a quorum, decide its action. A majority of the Board present at any regular or special meeting may, in the absence of a quorum, adjourn the meeting to a later date, but shall not transact any business until a quorum has been secured.

7. Order of Business: The regular order of business meetings of the Board of Directors shall be as follows:

1. Reading and Disposal of any Unapproved Minutes
2. Reports of Officers and Committees
3. Unfinished Business
4. New Business
5. Adjournment

ARTICLE 5

OFFICERS

1. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. The first officers shall be elected by the Directors at their first meeting. Thereafter the officers shall be elected by the Directors at their first meeting after the annual meeting of the membership and they shall hold office until their successors are elected. All officers must be members of the corporation.

2. The President: Subject to the direction of the Board Directors, the president shall be the chief executive officer of the corporation and shall perform such other duties as from time to time may be assigned to him by the Board. The President shall ex-officio and member of all committees.
3. The Vice President: The Vice President shall have such power and perform such duties as may be assisted to him or her by the Board of Directors or the President. In case of the absence of or disability of the President, the duties of that officer shall be performed by the Vice President.
4. The Secretary: The Secretary shall keep the minutes of all proceedings of the Board of Directors and all committees and minutes of the members' meetings in books provided for that purpose; he/she shall have custody of the corporate seal and such books and papers as the Board may direct, and he/she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and the President. He/She shall also perform such other duties as may be assigned to him by the President or by the Board.
5. The Treasurer: The Treasurer shall have the custody of all receipts, disbursements, funds and securities of the corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors and the President. He/She shall also perform such other duties as may, from time to time be assigned to him/her by the Board or the President. If required by the Board, he/she shall give a bond for the faithful discharge of his/her duties in such sum as the Board may require.

ARTICLE 6

ASSESSMENTS

1. The corporation, through its Board of Directors, may levy regular and/or special assessments for the operation, maintenance, care and improvement of the corporation's easement property, and for the payment of taxes and assessments against the same. An assessment shall be assessed against each lot on

the plat in an equal sum of money and shall be paid by the members to the Treasurer on notice of said assessment.

2. Annual assessment means the assessment made by the Board of Directors with respect to each lot for the payment of common expenses as described in the By-Laws.

3. Common expenses means all costs, expenses and other liabilities lawfully assessed against lot owners and declared to be common expenses by the provisions of these By-Laws.

BUDGET, CHARGES AND ASSESSMENTS

4. Charges and Assessments: The Association acting by and through its Board of Directors, shall enforce the provisions hereof and shall pay out of the common expense fund herein elsewhere provided for the following.

5. The cost of management and administration, liability insurance, landscaping, rubbish removal, and all other general common maintenance.

6. The cost of any and all other materials, supplies, labor, services, maintenance, repairs, taxes, assessments or the like which the Association is required to secure or pay for or which on the discretion of the Board of Directors, shall be necessary for or proper for the operation of the common elements.

7. Preparation: Each year on or before January 1, the Board of Directors shall adopt a budget for the Association containing an estimate of the total amount which it considers necessary and required during the ensuing fiscal year.

A. Notice of Proposed Budget. The Board of Directors shall send to each Lot Owner a copy of the budget within thirty (30) days after its adoption, and the assessment shall set forth separately such Lot Owner's share of the total assessment allocated to normal and recurring expense of administration, management, operation and repair, and the amount of the total assessment allocated to each category of reserves included in the budget. Said budget shall constitute the basis for determining each Lot Owner's

contribution for the Assessment Lot. The Board of Directors shall call a meeting of the Association to approve the budget.

B. Failure to Adopt Budget: The failure or delay of the Board of Directors to prepare or adopt or the rejection by the Lot Owners of, the annual budget for any fiscal year shall not constitute a waiver or release in any manner of a Lot Owner's obligation to pay his allocable share of the Assessment as herein provided. In the absence of any biannual budget or adjusted budget, each Lot Owner shall continue to pay the biannually charge at the then existing rate established for the previous fiscal period until such new biannual or adjusted budget shall have been mailed or delivered and thereafter all subsequent monthly payments shall be as provided by such new annual or adjusted budget.

C. The Board of Directors may increase or decrease the biannual assessment at any time during the year in which it is payable.

D. Default in Payment of Assessment. Upon default in the payment of any assessment the delinquent Lot Owner shall be obligated to pay interest at the maximum legal rate on such charges from the due date thereof to the date of payment together with all expenses, including attorneys' fees, incurred by the Board of Directors to collect such unpaid assessment and if any such delinquent assessment is not paid within thirty (30) days after written notice and demand is made, the Association or Board of Directors shall be entitled to enforce the payment of said lien according to the laws of the State of Rhode Island.

ARTICLE 7

SUNDRY PROVISIONS

1. Corporate Seal: The corporate seal of the corporation shall consist of two concentric circles, between which shall be the name of the Rosewood Estates Cluster Subdivision Homeowners Association, and such seal, is hereby adopted as the corporate seal of this corporation.

2. Amendments: These By-Laws may be amended, repealed, or altered, in whole or in part, at any regular meeting of the members or at any special meeting of the members, when due action has been set forth as an object of the meeting in the notice calling such special meeting, provided, that a majority of members of the corporation shall vote in favor of such amendment, repeal or alteration; and provided, further, that Article 6 entitled "Assessments", can be amended only by unanimous vote of the members.

Dated: August 21, 2023

EXHIBIT A

ROSEWOOD ESTATES RESIDENTIAL CLUSTER SUBDIVISION RECOMMENDED MAINTENANCE PROCEDURES

It is hereby agreed that the following recommended maintenance procedures will be followed by the owners of all of the lots in the residential cluster development known as "Rosewood Estates, a Cluster Subdivision".

1. The road shoulders maintenance will be as follows:
 - (a) Entire width of the shoulder in the public right of way (approximately 14 feet behind the edge of pavement) shall be maintained with a five (5) foot width being mowed twice a growing season approximately late June and late September.
 - (b) Any damage occurring to shoulder areas due to vehicles, etc. should be promptly repaired with topsoil and seeded with roadside. Tall Fescue type seed mix.
 - (c) Any walls, fences, plantings, and landscaping within the right of way shall be maintained by the Rosewood Estates Homeowners Association.

2. The drainage easements and structures:
 - (a) Should be inspected periodically (with greater frequency in periods of heavy rainfall) and cleared of silt/sediment and organic materials as necessary - this can be accomplished with a hand shovel and steel rake. Easements from the street drainage should be maintained to allow unimpeded of water to exit road surface.
 - (b) The Homeowner's Association is responsible for the long-term maintenance of the drainage system outside of the street right of way, including the Retention Ponds and vegetative cover. The Retention Ponds shall be checked by the Homeowners Association on a semi-annual basis. Accumulated sediments over 0.3" maximum shall be removed at that time from the Retention Ponds, etc.
 - (c) The Homeowners Association shall check the riprap pad and emergency outlet after major storms and on an annual basis. Repairs shall be performed immediately as conditions warrant.
 - (d) The ponds shall be maintained by the Homeowner's Association after the first year. The Homeowner's Association shall maintain a good vegetative cover (grass between 2" – 10" or vegetation as specified). Bottom of ponds shall be cleaned on an annual basis or when the accumulated sediments reach a 0.3' height, whichever comes first. The ponds outlets shall be checked by the Homeowner Association semi-annual basis and shall be cleaned if conditions demand.

3. The signs:

a. Signs shall be built as specifically required by the Town of North Kingstown.

b. Included are: Special signs worded "Rosewood Estates is a residential Cluster Subdivision and is subject to the Bylaws, Rules, and Regulations of the Homeowners Association" and must be posted at all entrances.