

**MIDDLE GATE HOMEOWNERS ASSOCIATION  
BYLAWS**

ARTICLE I

Name, Office, Seal and Section Headings

Section 1.     Name.

The name of this corporation is Middle Gate Homeowners Association.

Section 2.     Office.

The registered office of this corporation shall be the office of the Clerk which shall be fixed by written notice duly filed with the office of the Secretary of State of the State of Maine. The principal office and place of business of the corporation shall be located in the State of Maine at such place as the Board of Directors shall determine.

Section 3.     Seal.

The Board of Directors may adopt a seal of the corporation. If so, the seal of this corporation shall be circular in form with the name of the corporation, the word "Maine", and the year of its incorporation so engraved on its face, provided that the Board of Directors may adopt a wafer seal in any form in respect of any particular document or instrument, in which case such wafer seal affixed to such documents or instrument shall be the corporate seal of this corporation thereon for all purposes by law.

Section 4.     Section Headings.

The headings of Articles and Sections in these Bylaws are for convenience only, and shall not be taken into account in construing these Bylaws.

ARTICLE II

Members of the Corporation: Declarant Control:  
First Meeting of Members: Annual Meetings

Section 1.     Members.

Membership in the Corporation shall be determined in accordance with the terms of the "Declaration of Covenants for Middle Gate Subdivision " dated and recorded in Book 3469 Page 58 of the Somerset County Registry of Deeds (the "Declaration"), as the same may be amended from time to time. All owners of a Lot as defined in the Declaration shall collectively be considered as a single member, regardless of the number of owners or joint tenants of such Lot.

Membership in the Corporation shall be appurtenant to ownership of a Lot, and all rights, duties, and obligations of membership shall pass automatically from grantor to grantee upon any conveyance of title to a Lot.

Section 2.     Declarant Control Period.

Larry and Gail Warren shall appoint, remove and replace the members of the Board of Directors and shall exercise all of the rights and powers of the members of the Association as provided in the Declaration and these Bylaws until the first meeting of members. The first meeting of members shall be no later than the earlier of (a) sixty (60) days following the conveyance by Larry and Gail Warren of the last Lot in Middle Gate Subdivision, or (b) eight (8) years after the first conveyance by Larry and Gail Warren of a Lot in

Middle Gate Subdivision. Larry and Gail Warren may call the first meeting of members at any earlier time in its discretion. Larry and Gail Warren shall provide written notice of the first meeting of members to each Lot owner at least thirty (30) days in advance of the meeting. The sole business to be conducted at the first meeting of members will be the election of a Board of Directors of the corporation.

### Section 3. Annual Meetings.

The annual meeting of members shall be held on the first Thursday of November in each year following the first meeting of members, if not a legal holiday, and if a legal holiday, then on the next secular day following, at 10:00 A.M. at which the members shall elect a Board of Directors, and transact such other business as may be brought before the meeting. All meetings of members for the election of Directors shall be held at the registered office of the corporation unless the Board of Directors shall fix some other place within or without the State of Maine for such meetings. If for any reason such annual meeting is not held on the date specified herein, the members, in lieu thereof, may elect a Board of Directors and transact such other business as may be brought before the meeting at a special meeting called as provided by Article III or by unanimous written consent as provided by Section 3 of Article IV, and any business transacted or elections held at such special meeting or by unanimous written consent shall be valid as if transacted or held at the annual meeting.

### Section 4. Special Meetings.

Special meetings of the members, for any purpose or purposes may be called by the President, the Clerk, the Chairman of the Board of Directors, a majority of the Board of Directors or members holding not less than 10% of the shares entitled to vote at such meetings. Special meetings of members for any purpose or purposes may be held at such time and place, within or without the State of Maine, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

### Section 5. Notice.

A written or printed notice of every meeting of the Association, stating whether it is an annual meeting or special meeting, the authority for the call, the place, day, and hour of the meeting, and the purpose therefore shall be given by the Secretary at least ten (10) days before the date set for the meeting. Such notice shall be given to each member as indicated in the records of the Association by delivery in hand or mailing such notice, postage prepaid, addressed to the member at his/her address as it appears on the records of the Association, or by email if so requested by the Member. If notice is given pursuant to provisions of this Section, the failure of any member to receive actual notice of the meeting shall in no way invalidate the meeting or any proceedings thereat. Upon written request for notices mailed by registered mail addressed to the Secretary at the address of the Association, the holder of any duly recorded mortgage against any Lot may promptly obtain a copy of any and all notices permitted or required to be given to the members from and after receipt of the request until the request is withdrawn or the mortgage is discharged of record.

## ARTICLE III Quorum and Voting

### Section 1. Quorum.

A majority of the members, represented in person or by proxy, shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law. If, however, such quorum shall not be present or represented at any meeting of the members, the members present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice (except as otherwise provided by law) other than announcement at the meeting, until a quorum shall be present or

represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly called or held meeting at which a quorum was once present may continue to do business at the meeting or at any adjournment thereof, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 2. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member may vote either in person or by proxy executed in the manner prescribed by law.

Section 3. Action by Unanimous Written Consent.

Any action required or permitted by law to be taken at a meeting of members may be taken without a meeting if written consents, setting forth the action taken or to be taken, at any time before or after the intended effective date of such action, are signed by all members and are filed with the Clerk of the corporation as part of the corporate records. Such written consents may contain statements in the form of, and in any case shall have the same effect as, unanimous vote or votes of the members and may be stated as such in any certificate or document required or permitted to be filed with the Secretary of State of Maine, and in any certificate or document prepared or certified by any officer of the corporation for any purpose.

## ARTICLE IV Directors

Section 1. Number, qualifications and Term of Office.

The number of Directors shall be set by the members annually, at their annual meeting for the ensuing year and shall be not be less than three. Directors need not be residents of the State of Maine nor members of the corporation. The Directors shall be elected at the annual meeting of the members. and each Director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, death, or incapacity. The Directors, at their option, may elect a Director to serve at their will as Chairman of the Board of Directors and to preside at meetings of the Directors in lieu of the President.

Section 2. Vacancies. Resignations and Removal.

Any vacancy in the Board of Directors, including newly created directorships created by increase in the number of Directors, shall be filled by an election at an annual or special meeting of the members of the corporation to be held not more than thirty days after the vacancy occurs. Any Directors elected to fill a vacancy shall be elected for the unexpired term of his predecessor. Any Director may resign his office by delivering a written resignation to the President or Clerk.

Directors may be removed from office without cause in the manner prescribed by law.

Section 3. Powers.

The Board of Directors shall manage and control the business, property and affairs of the corporation. In the management and control of the business, property and affairs of the corporation, the Board of Directors is hereby vested with all of the powers and authority of the corporation itself, so far as not inconsistent with law, the Articles of Incorporation or these Bylaws.

#### Section 4. Compensation.

The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the corporation as Directors, officers or otherwise.

### ARTICLE V Meetings of the Board of Directors

#### Section 1. Annual Meeting

The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the members at their meeting electing them, or if no such time and place are so fixed, said first meeting shall be held at the place of and immediately following such meeting of members. In either event, no notice of such meeting shall be necessary. Such meeting of the Directors may also convene at such place and time as shall be fixed by the consent in writing of all the Directors.

#### Section 2. Regular Meetings.

Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and place as shall from time to time be fixed by the Board. Unless otherwise specified by the Board, no notice of such regular meetings shall be necessary.

#### Section 3. Special Meetings.

Special meetings of the Board of Directors may be called by the President or the Secretary or any other person or persons authorized by law to call such meetings.

Unless notice is waived in the manner prescribed by law, notice of special, meetings of the Board of Directors shall be given by mail, hand delivery, or receipted overnight delivery service such as Federal Express. Notice mailed to a Director's usual or last known place of business or residence at least three (3) days before the day of the meetings shall be sufficient notice thereof. Notice delivered in hand to a Director's usual or last known place of business or residence at least twenty- four (24) hours before the time of the meeting shall be sufficient notice thereof. The sending of notice by a person or persons authorized to call a special meeting of the Board of Directors shall constitute the call thereof. The time and place of a special meeting of the Board of Directors, but not the purposes thereof, shall be specified in the notice thereof.

#### Section 4. Attendance as Waiver of Notice.

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose, stated at the meeting, of objecting to the transaction of any business because the meeting is not lawfully called, noticed or convened.

#### Section 5. Quorum and Vote Required.

A majority of the Directors then in office all constitute a quorum for the transaction of business unless a greater number is required by law or these Bylaws. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 6. Meetings by Conference Telephone.

Anyone or more directors may participate in a meeting of the Board of Directors or any committee thereof by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

Section 7. Action by Unanimous Written Consent.

Any action required or permitted to be taken at a meeting of the Directors, or of a committee of the Directors, may be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' meetings or committee meetings, as the case may be, and shall have, and may be stated by any officer of the corporation to have, the same effect as a unanimous vote or resolution of the Board of Directors. Any such action taken by unanimous written consents may but need not be set forth in such consents in the form of resolutions or votes.

ARTICLE VI  
Design Review Committee

The Board of Directors by a resolution adopted by a majority of the full Board of Directors may designate from among its members a design review committee consisting of two or more Directors, and may delegate to such design review committee all the authority of the Board of Directors with respect to the review of improvements to lots located within the Middle Gate Subdivision.

Vacancies in the membership of the design review committee shall be filled by resolution adopted by a majority of the full Board of Directors. The design review committee shall keep regular minutes of its proceedings and report the same to the Board of Directors. Members of the design review committee may be removed from office, with or without cause, by resolution adopted by a majority of the full Board of Directors.

ARTICLE VII  
Officers

Section 1. Officers . Qualifications.

The officers of the Corporation shall consist of a president, a treasurer, a secretary, a clerk, and such other offices as the Board of Directors may appoint, including, without limitation, one or more vice-presidents, assistant secretaries, and assistant treasurers. The officers of the Corporation need not be members of the Board of Directors. The clerk of the Corporation must be a resident of Maine.

Section 2. Terms; Election.

The officers of the Corporation shall be elected for such terms as the Board of Directors shall determine. The terms may be either fixed or indefinite, provided that if an officer is elected for a fixed term and the Board of Directors fails to elect a successor on or before the expiration of such term, the officer shall continue to serve until a successor is elected. The election of officers shall take place at the first regular meeting of the Board of Directors held after the annual meeting of the members.

Section 3.     Removal of Officers.

Any officer elected or appointed by the Board of Directors may be removed without cause at any time by the Board of Directors. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors at any regular or special meeting.

Section 4.     Compensation of Officers.

The salaries of all officers of the corporation shall be fixed by the Board of Directors.

Section 5.     President.

The President shall be the chief executive officer of the corporation, shall preside at all meetings of the members and the Board of Directors (unless a Chairman thereof has been named), shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 6.     Vice- President.

The Vice-President, if any, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall, in the absence of or in the case of the disability of the President, perform the duties and exercises the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7.     Secretary.

The Secretary shall keep, in a book kept for such purpose, the records of all members' meetings. The Secretary shall keep in a book kept for that purpose copies of all minutes and records of proceedings of the Board of Directors. Upon request of the Board of Directors, the Secretary shall attend meetings of the Board of Directors and record all the proceedings of the Board of Directors in a book kept for that purpose, and shall give notice of special meetings of the Board of Directors. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. The Secretary, or an Assistant Secretary, shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the same. The Secretary shall have such other powers and duties as are prescribed by law or by the Board of Directors.

Section 8.     Treasurer.

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all the transactions of the Treasurer and of the financial condition of the corporation.

ARTICLE VIII  
Corporate Records

Section 1.     Membership Records.

The corporation shall keep at its registered office, or principal place of business, in Maine, a record of its members, giving the name and address of each member.

Section 2.     Other Corporate Records.

The corporation shall keep at such location as the Board of Directors shall designate accurate books and records of account, written minutes of the proceedings of its members, Board of Directors, Committees of Directors, and other or additional records, statements, lists, and information as may be required by law.

Section 3.     Inspection of Records.

A member, if he be entitled and, properly demands to inspect the Corporation's books and records of account, minutes of meetings and list of members pursuant to any statutory or other legal right, shall inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the corporation. A Member may delegate his right of inspection to a duly authorized agent who, upon demand of the corporation, shall be required to furnish written proof of his authority prior to inspecting such records. No member shall use or permit to be used or acquiesce in the use by others of any information so obtained for a purpose which is in the interest of a business or object other than the business of the corporation. The corporation may deny any member or his agent the right to inspect such records if the member refuses to execute and furnish to the corporation an affidavit stating that the information obtained by such inspection will not be used for any purpose prohibited by these Bylaws.

ARTICLE IX  
Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE X  
Execution of Documents

Unless the Board of Directors, or the members shall otherwise generally or in any specific instance provide: (a) any bill, note, check or negotiable instrument may be executed or endorsed in the name and on behalf of the corporation by the President or the Treasurer, acting singly, and (b) any other instrument, documents, deeds, bills of sale or other writings of whatever nature shall be executed in the name and on behalf of the corporation by the President or the Treasurer, acting singly, and either officer may sell, acknowledge and deliver the same.

ARTICLE XI  
Indemnification.

Section 1.     General Indemnification.

The corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13- B of Maine Revised Statutes Annotated, as amended from time to time, indemnify any person who was or is a Director or officer of the Corporation or is or was serving at the request of the

Corporation as a Director, officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid actually and reasonably incurred by hire in the settlement of or in connection with any threatened, pending or completed civil, criminal, investigative or administrative suits, actions or proceedings to which he is or was a party or is or was threatened to be made a party because of or in connection with his service to this Corporation; provided, however, that no indemnification shall be provided to any person with respect to any matter as to which that person shall have been finally adjudicated not to have acted honestly or with reasonable belief that his actions were in or not opposed to the best interests of the Corporation or its members, or, with respect to criminal proceedings, that such person is finally adjudicated to have committed a crime, an element of which is the reasonable cause to believe that his action was unlawful.

Such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw, agreement or otherwise.

## Section 2. Special Indemnification.

Nothing contained in Section 1 of this ARTICLE XI shall prevent the Corporation, by action of its members or by action of disinterested Directors, from indemnifying any person, including without limitation a Director, officer, fiduciary, employee or an agent of this Corporation, in any particular case, if in the judgment of the Corporation such indemnification should be made.

Notwithstanding this section, however, the corporation shall not have the power to indemnify any person with respect to any claim, issue or matter asserted by or in the right of the Corporation as to which that person is finally adjudicated to be liable to the Corporation unless the court in which the action, suit or proceeding was brought shall determine that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for such amounts as the court shall deem reasonable.

## Section 3. Expenses Paid in Advance.

Any person eligible for indemnification under this Article XI shall in all cases be entitled to payment in advance for expenses as provided by applicable law.

## Section 4. Scope.

It is intended that this Article XI be construed so as to maximize the indemnification of the persons covered hereby.

## Section 5. Vested Rights.

Any amendment, modification or repeal of this Article XI shall not deny, diminish or otherwise limit the rights of any person to indemnification or advance hereunder with respect to any action, suit or proceeding arising out of any conduct, act or omission occurring or allegedly occurring at any time prior to the date of such amendment, modification or repeal.

## ARTICLE XII Amendments

These Bylaws may be amended, modified, or revoked in any respect from time to time by vote of not less than fifty percent (50%) of the total number of members of the corporation, at a meeting duly called for the purpose.



Notary Public