

 COPY

SPECIAL MEETING OF INCORPORATORS
OF
KINEO COMMUNITY OWNERS ASSOCIATION
Kineo, Maine
February 8, 1991

A special meeting of the incorporators was held at the office of the Clerk in Greenville, Maine, at 2:00 p.m. this day pursuant to a written waiver of notice. Present were Gary R. Merrill, Ronald Masure and Scott Kerr, the original incorporators.

(SEE AMENDMENTS/MEETING
of AUG 1ST 1997)

ADOPTION OF BY-LAWS

On motion, duly seconded, it was VOTED to adopt the following By-Laws of the Corporation:

BY-LAWS OF
KINEO COMMUNITY OWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the Corporation is KINEO COMMUNITY OWNERS ASSOCIATION, and its location and principal office is in Kineo, in the County of Piscataquis and State of Maine. The Corporation may have such other offices within or without the State of Maine as the Directors may determine.

ARTICLE II

SEAL

The Corporate seal shall be a circular disk on which shall be marked the words: KINEO COMMUNITY OWNERS ASSOCIATION.

ARTICLE III

MEETINGS OF MEMBERS

All meetings of the members shall be held within the State of Maine at the office of the Clerk or at an office of the Corporation in said State, unless by direction of the President to the Clerk and in the call issued by the Clerk, another meeting place within the State is designated.

A regular annual meeting of the members shall be held on the second Friday of February of each year at the office of the Clerk or at such other time and place as may be specified in the call for the meeting.

When the same is not waived or otherwise dispensed with according to law, the Clerk shall give not less than ten nor more than fifty days notice before the date of any meeting of the members to each member of record entitled to vote at such meeting. Such notice shall state the place, day and hour of the meeting, and where required by law, the purpose or purposes of the meeting.

↑ 10 days
↓ 50 days
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A majority of the members present in person or represented by proxy shall be requisite and constitute a quorum at any meeting of the members, except as otherwise provided by law.

ARTICLE IV

OFFICERS

The officers of this Corporation shall be a President, Vice-President, Treasurer and Clerk. All officers shall hold their offices until their successors are chosen and have

qualified, or until their earlier resignation or removal from office. The Clerk need not be elected annually.

ARTICLE V

PRESIDENT

The President shall:

- (a) Preside at all meetings of the members and Directors.
- (b) Countersign all contracts under seal, except as may be otherwise provided by the Board of Directors.
- (c) Perform such other duties as are usually performed by like officers.
- (d) Execute any and all contracts of the Corporation not under seal.

He shall be chosen annually by the Board of Directors from their own number.

ARTICLE VI

VICE-PRESIDENT

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence of the latter from his office.

ARTICLE VII

TREASURER

It shall be the duty of the Treasurer:

- (a) To receive and safely keep all the monies of the Corporation, and disburse the same under the general direction of the Board of Directors.

- (b) To submit at each annual meeting, or more often if required, to the Directors, a complete statement of his accounts with proper vouchers.
- (c) To sign all contracts under seal, except as may be otherwise provided by the Board of Directors.
- (d) To perform such other duties as may be designated by the Board of Directors.
- (e) Execute any and all contracts of the Corporation not under seal.

He shall be chosen annually by the Board of Directors.

ARTICLE VIII

CLERK

The Clerk shall be a natural person, resident of the State of Maine, and shall be sworn to the faithful performance of his duties. He need not be a member. He shall keep a full and accurate record of all Stockholders' meetings and shall maintain an office within the State. He shall be an exofficio secretary of the Board of Directors and shall attend all meetings of the Directors when notified and keep a full and accurate record of all such Directors' meetings. He shall have custody of the Corporation seal.

He shall be elected by the Board of Directors.

ARTICLE IX

BOARD OF DIRECTORS AND POWERS

The Board of Directors shall consist of three and shall have the power:

- (a) To call meetings of the members when they deem it necessary.
- (b) To fill vacancies existing in any office, including their own, and to choose needful officers and agents of the Corporation except those otherwise provided for.
- (c) To incur such indebtedness of the Corporation as they deem wise, and to cause the evidence of such indebtedness to be executed by the Treasurer or by such person or persons as they may authorize from time to time, if not under seal, but all contracts of the Corporation under seal, except as the Board of Directors may otherwise specifically provide, shall be executed by the Treasurer and countersigned by the President.
- (d) To purchase all property authorized by the constating instruments of said Corporation which they deem necessary and proper.
- (e) To have general and entire management and control of the business of said Corporation, except such as they may legally delegate.

They shall be elected annually by the members.

ARTICLE X

BOARD OF DIRECTORS' MEETING

Except as otherwise provided by law, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business.

The Directors shall meet upon the adjournment of the annual members meeting and shall then choose all officers as required by these By-Laws and these, or subsequently provided, rules for their own government.

Special meetings of the Board may be called by the President whenever the President or Directors shall so request on three day's notice to each Director or at such time as all Directors may be present. Such notice may be by telephone, telegraph, oral message or in writing delivered to each director personally or left at his residence or usual place of business.

Informal or irregular action of the Directors shall be deemed the action of the Directors taken at a meeting duly called and held in such cases as may be provided by law.

ARTICLE XI

RESIGNATION

Except as may otherwise be required by law, any officer or Director may resign at any time, such resignation to take effect from the time of its receipt by the Clerk of the Directors, unless some time be fixed in the resignation, and then, from that time. Acceptance of a resignation shall not be required to make it effective.

ARTICLE XII

VACANCIES

Vacancies occurring in any office may be filled by the Directors.

ARTICLE XIII

DELEGATION OF DUTIES

In the case of the absence of any officer or for any other reason, the Directors may, by a majority vote, delegate the duties of such office to any other officer except where otherwise provided by law.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XV

AMENDMENTS

These By-Laws may be amended by the Directors at any regular or special meeting, provided notice is given in the call therefore or such notice is waived.

On motion duly seconded, it was unanimously VOTED to proceed to the election of officers. The following are elected and qualified:

President:	Gary R. Merrill
Vice-President:	Ronald Masure
Treasurer:	Scott Kerr
Clerk:	Richard Edwards
Agent:	Richard Edwards
Directors:	Gary R. Merrill Ronald Masure Scott Kerr


The Clerk was then sworn to the performance of his duties pursuant to the following original record thereof:

STATE OF MAINE
PISCATAQUIS, ss.

February 8, 1991

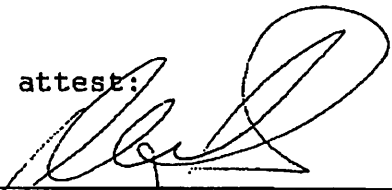
Personally appeared Richard Edwards and made oath that he would faithfully and impartially perform the duties of Clerk of KINEO COMMUNITY OWNERS ASSOCIATION.

Before me,


Notary Public

There being no further business, the special meeting of incorporators was adjourned.

A true record, attest:


Richard Edwards, Clerk

SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
KINEO COMMUNITY OWNERS ASSOCIATION

The Board of Directors of KINEO COMMUNITY OWNERS ASSOCIATION met pursuant to notice to each and every member in special meeting in Dover-Foxcroft, Maine on Friday, August 1, 1997 at 1:00 p.m.

There were Gary R. Merrill, Heather Merrill and Richard Edwards being all of the Directors, KINEO COMMUNITY OWNERS ASSOCIATION. The meeting was called to order by the President, Gary R. Merrill

The President then presented the Board of Directors' desire to waive the notice of the meeting. There being no objection.

Upon motion duly made and seconded, it was unanimously

VOTED: That the notice of the meeting be waived.

The President then called the attention of the Board of Directors to the purpose for which the meeting was called.

The President presented the purpose as being to amend the by-laws of the corporation.

On motion duly made and seconded, it was unanimously

VOTED: To amend the by-laws to provide for the direct election of officers by the members at an annual meeting and delete the requirement that the Board of Directors select the officers from their members and replace that provision so that the by-laws are amended to provide for the direct election of officers at the annual meeting.

VOTED: To further amend the by-laws to change the date of the annual meeting to the fourth Sunday of August.

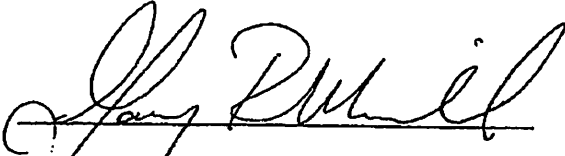


VOTED: To authorize the members to elect a member at large to the Board of Directors and to allow the President to fill any vacancies of any officer or director for the duration of their term.

There being no further business to come before the meeting, on motion duly made and seconded, it was

VOTED: To adjourn.

Adjourned accordingly.



Gary R. Merrill, President

A true copy

Attest:



Richard Edwards, Clerk