

HUNTER HILL RESIDENT ASSOCIATION, INC.

BY-LAWS

ARTICLE I

Name

The name of the corporation shall be HUNTER HILL RESIDENT ASSOCIATION, INC. (hereinafter referred to as "the Association")

ARTICLE II

Purposes

The purposes of this corporation are as follows:

To develop, enhance, preserve and maintain the residential amenities of HUNTER HILL subdivision, to own in its name or otherwise, park and recreation areas in said Hunter Hill section consisting of the open space areas in Hunter Hill, to enforce the provisions of the Declaration of Protective Covenants - Hunter Hill Estates, and to contract for, perform, conduct and provide property maintenance and landscaping services and other residential community services for the benefit of residents of said Hunter Hill section; to exercise such powers and rights of enforcement, waiver, approval and the like with respect to restrictions, and of grant, release, dedication and the like with respect to ways and easements, as may at any time be granted to or conferred upon the Association; and in general to perform and do all other acts and things incidental thereto and in furtherance of the purposes of the Association, and to use and exercise all powers conferred from time to time by the laws of the Commonwealth of Massachusetts upon corporations organized under Chapter 180 of the General Laws.

ARTICLE III

Membership and Voting

Section 1. Each person, including a corporation or other legal entity, who is a record owner of a fee interest in any Member Lot (as hereinafter defined) in said Hunter Hill shall automatically be a Regular Member of the Association upon the payment of the amount of the then current annual assessment or such proportionate part thereof for the remaining part of the then current fiscal year of the Association as the Board of Directors shall determine. Each member shall be required to maintain his good standing in the Association by complying with the obligations assumed as above and paying in full the "Quarterly Assessment" not later than the 15th of the month in which the assessment was levied. If not received by the 15th the member will be subject to late fees as determined from time to time by the Directors of Hunter Hill Residents Association. The term Member Lot shall be determined to mean any lot in Hunter Hill, excepting any and all lots owned by the Association or by the aforesaid Town or other public body.

Section 2. Each Regular Member in good standing shall be entitled to one (1) vote at all meetings of the Members of the Association for each Member Lot owned by such person.

Whenever the fee interest in any of said Member Lots is owned of record by more than one person, the several owners shall determine and give notice in writing to the Clerk of the Association which one of such owners is entitled to cast the vote for such lot. In the absence of such notice, the Board of Directors may, by majority vote, designate any one such owner as entitled to cast such vote.

Section 3. The annual assessment shall be such amount, not in excess of THREE HUNDRED AND NO/100 (\$300.00) DOLLARS for each of said Member Lots, as shall from time to time be determined by the Board of Directors of the Association.

Section 4. In addition to the annual assessments authorized by Section 3 hereof, the Association, by a vote of at least two-thirds of those Members present or appearing by proxy at any meeting of the Association held in accordance with the provisions of Article IV hereof, and a majority vote of the Board of Directors, may, during any year levy one or more special assessments against each Member Lot to be used for those purposes set forth in Article II hereof; provided that no owner shall be required to make payments on account of special assessments during any one year in excess of ONE HUNDRED AND NO/100 (\$100.00) DOLLARS for each Member Lot owned by him.

Section 5. The maximum amount the owner of a Member Lot may be required to pay during any one year on account of special assessments as provided in Section 4 hereof shall, each year, commencing with the year 1984, be increased or decreased to reflect fluctuations in the United States Department of Labor, Bureau of Labor Statistics, Consumer Price Index, United States Average, using June 1983 as the base month and June of the year preceding which a payment in respect to one or more special assessments is payable as the comparative month.

Section 6. If any assessment or any installment of any assessment payable in installments shall not be paid on the date when due, then such assessment or installment shall become delinquent and shall, together with interest thereon and all costs of collection thereof as hereinafter provided, thereupon become a charge on the Member Lot and a continuing lien on the Member Lot against which assessed, which shall bind such Member Lot in the hands of the then owner or owners. It shall also be the personal obligation of the owner or owners of such Member Lot at the time the assessment became due and shall remain his or their personal obligation and shall not pass to his successors in title unless expressly assumed by them.

Section 7. All Regular Members in good standing shall be entitled to use and enjoy all facilities and services of the Association maintained and provided for Members. The Board of Directors may establish reasonable admission or other fees for the use and enjoyment of any facilities or services of the Association, and may establish reasonable rules and regulations relating to the use and enjoyment thereof, and may suspend the rights of use and enjoyment of any Member for any period during which any assessment remains unpaid for more than fifteen (15) days from the date due, and for any period not in excess of thirty (30) days for any infraction of such rules and regulations.

Section 7.1. In addition, violations or a breach of any provision of the "By-Laws" or the "Declaration of Protective Covenants - Hunter Hill Estates" shall give the Directors the right (in addition to any other rights and not in substitution thereof) the power to levy fees against Residents for such violations. No fee may be levied for more than ONE HUNDRED AND NO/100 (\$100.00) DOLLARS or less than TEN AND NO/100 (\$10.00) DOLLARS for any violation, but - each day a violation continues shall be considered a new violation. Collection of fees may be enforced against the Resident involved as if the fee was a Common Area Assessment owed by the particular resident.

Section 8. The Board of Directors shall be responsible for determining whether a Regular Member is a member in good standing of the Association, and any such determination by such Board shall be final and binding upon all Members of the Association.

ARTICLE IV Meetings of the Association

Section 1. The annual meeting of the Regular Members in good standing of the Association for the election of Directors and other officers and the transaction of such other business as may legally come before the meeting shall be held at Hunter Hill on any Saturday in May or June or such other time and place in the Commonwealth of Massachusetts as the Board of Directors may determine or to which any annual meeting of the Association may adjourn.

Section 2. Other meetings of the Association may be called at the direction of the President or of the Board of Directors or upon written call by Regular Members in good standing having fee interest of record in ten (10%) percent or more of said Member Lots. Such written call shall state the time and purposes of the meeting. Such meeting shall be held at the same place as above designated, or such other place in the Commonwealth of Massachusetts as may be designated by the Board of Directors or to which such meeting of the Association may adjourn.

Section 3. A quorum for the transaction of business at any meeting of the Association shall consist of Regular Members in good standing appearing in person or by proxy entitled to cast the vote for at least a majority of said Member Lots. Less than a quorum, as defined above, shall have the power to adjourn the meeting from time to time if such a quorum is not present.

Section 4. A written notice of each meeting of the Association stating the place, day and hour thereof shall be given by the Clerk at least seven (7) days before such meeting to each Regular Member of the Association, by leaving such notice with him or at his residence in said Hunter Hill, or by mailing it to such Member at his address as it appears upon the records of the Association. Notices of meetings of the Association need not specify the purposes thereof, except as otherwise in these By-Laws provided. In the event of the absence or disability of the Clerk, any other officer of the Association may give such notices in the manner herein provided. No notice of any meeting of the Association shall be required if Regular Members in good standing entitled to cast the vote of each of said Member Lots, by a writing or writings filed with the records of the meeting, waive such notice.

ARTICLE V - Officers

Section 1. The officers of the Association shall be a President, Treasurer, a Clerk and Two other Directors. These five members will comprise the Board of Directors and they will all be elected at the annual meeting.

Section 2. The President, Treasurer, Clerk and two other Directors shall be elected by the Regular Members in good standing, voting in accordance with the provisions of Section 2 of Article III of these By-Laws, at the annual meeting, shall hold office, except as in these By-Laws provided, until the next annual meeting and until their respective successors are chosen and qualify, and shall be Regular Members in good standing of the Association.

Section 3. The President shall at least forty five (45) days before the date of each annual meeting appoint a nominating committee to suggest names of officers and Directors of a Board of Directors for the following year. The suggested officers and Directors shall be named in the meeting agenda to be mailed to Association Members fifteen (15) days prior to annual meeting. Nominations may also be made by the Regular Members in good standing from the floor at the meeting, provided that the nominee has agreed, in advance, to accept said nomination.

Section 4. All elections shall be held by ballot and candidates receiving the largest vote cast by the Regular Members in good standing shall be considered elected.

Section 5. Any officer appointed by the Board of Directors may be removed from office by the Board of Directors with cause at any meeting of the Board, provided, however, that any such officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

Section 6. Any officer (including Directors) of the Association elected by the Regular Members as aforesaid may be removed from office with cause only at a meeting of the Regular Members in good standing, provided, however, that any such officer may be removed for cause only after reasonable notice and opportunity to be heard before the Regular Members in meeting assembled and prior to action thereon; and any officer may resign by filing with the Clerk or with the Board of Directors a written resignation which shall take effect on being so filed or at such other time as may be prescribed therein. Any vacancy at any time existing in the Board of Directors or in any office or in any committee may be filled by the Board of Directors at any meeting and the person chosen to fill the vacancy shall hold office, except as in these By-Laws provided, until the next annual or special meeting of the Regular Members and until his successor is chosen and qualifies.

ARTICLE VI - Powers and Duties of Officers other than Directors

Section 1. The President when present shall preside at all meetings of the Members and of the Directors. It shall be his duty and he shall have the power to see that all orders and resolutions of the Directors are carried into effect. The President, as soon as reasonably

possible after the close of each fiscal year, shall submit to the Directors a report of the operations of the Association for such year and a statement of its affairs and shall from time to time report to the Directors all matters within his knowledge which the interests of the Association may require to be brought to their notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 2. In the absence or disability of the President, his duties shall, until the election of a new President, be performed by the Treasurer or, in the event of the absence or disability of the Treasurer, by the Clerk.

Section 3. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as shall be designated by the Directors or in the absence of such designation in such depositories as he shall from time to time deem proper. He shall disburse the funds of the Association as shall be ordered by the Directors, taking proper vouchers for such disbursements. He shall promptly render to the President and to the Directors such statements of his transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 4. The Clerk shall record in books kept for the purpose all votes and proceedings of the Members and Directors at their meetings, and shall perform such other duties as the President or the Board of Directors may require.

Section 5. To the extent such is employed, the President, Treasurer, and Clerk may, subject to the approval of the Board of Directors collectively, delegate to the Property Manager the performance of certain tasks assigned to the respective offices by these By-Laws, however, they may not delegate the responsibility for same.

ARTICLE VII Board of Directors

Section 1. The Board of Directors, subject always to the provisions of these By-Laws, shall have general supervision and control of the Management and administration of the affairs of the Association and may exercise all or any of the powers of the Association, including (without limitation) power to accept donations to the Association and to invest and reinvest its funds in any property, real or personal, to such extent and of such kinds as the Board shall deem advisable.

Section 2. The first meeting of the Board of Directors shall be held without notice immediately after the adjournment of the first meeting of the incorporators of the Association. The annual meeting of the Board of Directors shall be held without notice immediately after the adjournment of the annual meeting of the Regular Members of the Association. Special meetings of the Board of Directors may be called by the President or by any three (3) or more of the Directors then holding office.

Section 3. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors then holding office.

Section 4. Every Director shall be entitled to vote at any meeting on all matters.

Section 5. Except as herein otherwise provided, notice of every meeting of the Directors shall be given by the Clerk to each Director by mailing to him, postage prepaid, addressed to him at his last known address, a written notice of such meeting, at least two (2) days before the meeting, or by delivering such notice to him at least twenty-four (24) hours before the meeting, or by sending to him notice of such meeting at least twenty-four (24) hours before the meeting, by prepaid telegram, addressed to him at his last known address. Notices of Directors' meetings need not specify the purposes thereof, except as herein otherwise provided.

Section 6. Whenever all of the Directors shall in writing have waived notice of a meeting, or after the meeting shall approve in writing the record thereof, the acts of any such meeting, whether or not it was duly called, and whether or not notice was given thereof, and wherever it was held, shall be valid in all respects as if it had been regularly called, held and due notice given thereof.

ARTICLE VIII

Checks, Notes, Drafts, and other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Association may be signed by any officer or officers or person or persons authorized by the Board of Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by said Board to do so.

ARTICLE IX

Seal

The seal of the Association shall be circular in form, bearing the inscription "Hunter Hill Resident Association, Inc. - Massachusetts - 1984". The Clerk shall have custody of the seal and may affix it (as may any other officer if authorized by the Board of Directors) to any instrument requiring the seal of the Association.

ARTICLE X

Fiscal Year

The fiscal year of the Association shall be the year ending with the thirty-first day of December in each year.

ARTICLE XI

Amendments

These By-Laws may be amended by a majority vote of votes entitled to be cast by Regular Members in good standing present in person or by proxy at any annual or special meeting of the Association, the notice of which states that amendment of the By-laws is proposed and sets forth the proposed amendment or amendments or a summary thereof.

HUNTER HILLRESIDNET ASSOCIATION, INC.
AMENDMENT TO BY-LAWS

By majority vote of Regular Members in good standing either present or by proxy at the annual Association meeting held June 27, 1998, ARTICLE III, Section 3, is hereby amended as follows:

The annual assessment shall be such amount, not in excess of FOUR HUNDRED AND NO/100 (\$400.00) DOLLARS for each of said Member Lots, as shall from time to time be determined by the Board of Directors of the Association.