
Bylaws of Elmaple Estates Homeowners Association

Article I CORPORATE PURPOSES, OBLIGATIONS AND DEFINITIONS

Section 1.01. Permitted Purposes. The purposes of the corporation shall be, among other lawful purposes, all purposes usual to a homeowners association, including, without limitation, ownership of common or shared facilities in the Elmaple Estates Subdivision, the adoption of rules, regulations and restrictions regarding use of and improvements to any common or shared facilities in Elmaple Estates Subdivision as shown on the approved subdivision plan entitled "Subdivision Plan of Elmaple Estates Subdivision, 477 Saco Street, Westbrook, Maine 04092, for STJ, Inc., 939 Parker Farm Road, Buxton, Maine 04093," prepared by Sebago Technics, Inc., dated March 7, 2019 and revised through September 5, 2019, approved by the City of Westbrook Planning Board and recorded in the Cumberland County Registry of Deeds in Plan Book _____, Page _____, and to allocate, coordinate and address any mutual common decisions, financial or otherwise, related to the development, ownership and modification of said subdivision lots and the subdivision common easements and facilities, including responsibilities under the Declaration of Covenants, Easements and Restrictions Affecting Elmaple Estates Subdivision by STJ, Inc. dated _____, 2019 and recorded in the Cumberland County Registry of Deeds in Book _____, Page _____, and including enforcement of the restrictions and other provisions of such Declaration, and obligations to maintain any and all common easements and facilities benefiting, used by, or available for use by, members of the Elmaple Estates Homeowners Association (hereinafter referred to as "common facilities") in a reasonable state of function and repair.

Section 1.02. "Association" or "Corporation". "Association" or "Corporation" shall mean and refer to the **Elmaple Estates Homeowners Association**, a nonprofit corporation organized and existing under the laws of the State of Maine.

Section 1.03. "Lot Owner". "Owner," "Lot Owner" or "Owner of a Lot" shall mean and refer to the owner (whether an individual person, joint tenants, co-tenants, a corporation, partnership or other legal entity) of record (as shown by the appropriate local municipal assessors maps and records and/or assessors maps and records for incorporated townships of the Maine Bureau of Taxation, but as ultimately determined by reference to the records of the Cumberland County Registry of Deeds and/or Cumberland Registry of Probate) of Lots numbered 1 through 34, and of any then existing "future lots," that is, any residential building lots which are legally created from the future division of any of Lots 1 through 34, or

from the Common Spaces (collectively "the numbered lots"), all as shown on a certain plan entitled "Subdivision Plan of Elmable Estates Subdivision, 477 Saco Street, Westbrook, Maine 04092, for STJ, Inc., 939 Parker Farm Road, Buxton, Maine 04093," prepared by Sebago Technics, Inc., dated March 7, 2019 and revised through September 5, 2019, approved by the City of Westbrook Planning Board and recorded in the Cumberland County Registry of Deeds in Plan Book _____, Page _____, in Westbrook in Cumberland County, Maine (but excluding the owners of Lots 35 and 36). In the event of jointly held or co-owned lots, the joint tenants or co-tenants shall collectively be defined as a single "Lot Owner." A "Lot Owner" shall not mean and refer to an owner of record whose only interest in such lot or parcel of land is as mortgagee under a real estate mortgage as security for the performance of an obligation, until and unless such owner shall have commenced proceedings under the laws of the State of Maine to foreclose such mortgage and shall have delivered a certificate to this effect to the Secretary of the Association.

Section 1.04. "Lot" or "Lots". "Lot" or "Lots" shall mean and refer to any of the (thirty-four) 34 numbered lots shown on the Elmable Estates Subdivision plan annotated thereon as Lot 1 through Lot 34, and any then existing "future lot(s)" as described and defined herein. Lots 35 and 36 shall not be considered or interpreted as "Lots" or as "numbered lots" for purposes of these Bylaws, and shall not be subject to, or have the benefits of, these Bylaws. Excluding Lots 35 and 36, any residential building lots which are legally created from the future division of any of Lots 1 through 34, or from the Common Spaces (termed "future lots(s)"), shall also be construed as "Lots" hereunder, and subject to the provisions of these Bylaws in the same manner as Lots 1 through 34. When these Bylaws use the phrases "all of the numbered Lots on the Plan," "numbered Lots", "Lots", or even "Lots numbered Lot 1 through Lot 34," it is intended that such phrases shall be interpreted to exclude Lots 35 and 36, but to include then existing "future lots," as appropriate.

Article II

SUBDIVISION INFRASTRUCTURE MAINTENANCE

Section 2.01. General Infrastructure Obligations. Pursuant to conditions of subdivision approval and the provisions of the Declaration of Covenants, Easements and Restrictions Affecting Elmable Estates Subdivision by STJ, Inc. dated February 17, 2017 and recorded in the Cumberland County Registry of Deeds in Book _____, Page _____, the corporation is specifically obligated and required to undertake and perform, and shall be responsible for all aspects of the operation, repair and maintenance of the road known as Elmable Drive (unless and until accepted as a public way by the City of Westbrook and deeded to such municipality), the common sidewalks and common walkways, the gang mailbox facility and associated walkways and parking area, the Common Space areas and pedestrian paths, and any other common appurtenances, easements and elements in Elmable Estates Subdivision as shown on the approved subdivision plan entitled "Subdivision Plan of Elmable Estates Subdivision, 477 Saco Street, Westbrook, Maine 04092, for STJ, Inc., 939 Parker Farm Road, Buxton, Maine 04093," prepared by Sebago Technics, Inc., dated March 7, 2019 and

revised through September 5, 2019, approved by the City of Westbrook Planning Board and recorded in the Cumberland County Registry of Deeds in Plan Book _____, Page _____ .

Section 2.02. Stormwater Management Obligations. Pursuant to conditions of subdivision approval and the provisions of the Declaration of Covenants, Easements and Restrictions Affecting Elmaple Estates Subdivision by STJ, Inc. dated February 17, 2017 and recorded in the Cumberland County Registry of Deeds in Book _____, Page _____, the corporation is specifically obligated and required to undertake and perform, and shall be responsible for all aspects of the operation, repair and maintenance of the all of the components and infrastructure of the Stormwater Facilities or Stormwater Management Facilities, including buffer areas, detention areas, storm drain inlets and outlets, culverts, swales, level spreaders, drainage easements, the wet pond, underdrained soil filtration system, and other components of the storm drainage facilities, as shown on the approved Elmaple Estate Subdivision plans, Sheets #1 through #17 prepared by Sebago Technics, Inc., dated March 7, 2019 and revised through September 5, 2019 and approved by the City's Planning Board.

The corporation will abide by and comply with the terms and conditions of the City of Westbrook's Stormwater Management Ordinance and the DEP's Stormwater Management and Natural Resources Protection Act approval / permit / order _____ dated _____, 2019 ("NRPA Permit"), which are incorporated herein by reference.

The corporation shall be obligated to undertake and comply with the tasks, conditions and requirements of the NRPA Permit (including any required Re-Certification), and the "Post Construction" provisions and tasks of the Inspection, Maintenance, and Housekeeping Plan for Elmaple Estates Subdivision, which Plan is attached hereto and incorporated as Exhibit A.

Section 2.03. Records. The corporation shall, as part of its corporate records, shall keep and maintain records evidencing compliance with the requirements of the City of Westbrook's Stormwater Management Ordinance and the approved Stormwater Management Plan for the subdivision, including records of annual inspections, conditions found, maintenance and corrective actions taken, and copies of required annual inspection reports submitted to the Enforcement Authority by a Qualified Post-Construction Stormwater Inspector.

Article III OFFICES

Section 3.01. Principal Office. The initial principal office of this corporation in the State of Maine shall be located at 157 Main Street in the Town of Gorham, County of Cumberland, which may be relocated from time to time.

Section 3.02. Other offices. The corporation may have other offices, either within or without the State of Maine, as the board of directors may from time to time determine.

Article IV MEMBERS AND VOTING RIGHTS

Section 4.01. Classes of Members. The corporation shall have one class of members, and no more than one membership may be held by any Lot Owner as defined in Section 1.02. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

Section 4.02. Qualifications. Any individual, group of individuals, entity, or other organization that is a Lot Owner as defined in Section 1.03, that pays the dues and or assessments as determined by the directors of the corporation and that agrees to be bound by the articles of incorporation of this corporation, the bylaws of the corporation, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in this corporation.

Section 4.03. Membership Obligations. The rights of membership are subject to the payment of dues and/or assessments levied by the corporation, the obligation of which dues and assessments is imposed against each Lot Owner, and becomes a lien upon the lot against which such assessments are made as provided in Article VI hereof.

Section 4.04. Admission to Membership. Each Lot Owner shall become a member upon execution and delivery to such Owner of a deed conveying each a Lot as defined hereinabove. Such membership shall be thereafter effective until each such owner shall convey each lot or residence, whether or not for value, by gift, devise or otherwise. Where property is owned by more than one owner, such owners shall be considered one member. The directors shall from time to time prescribe the form and manner in which application may be made for membership.

Section 4.05. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on the corporation's dissolution or winding up.

Section 4.06. Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations.

Section 4.07. Transfer, Termination, and Reinstatement. Membership in this corporation is nontransferable. Membership shall terminate when a member no longer owns an interest in Lots numbered 1 through 34 as shown on a certain plan entitled "Subdivision Plan of Elmaple Estates Subdivision, 477 Saco Street, Westbrook, Maine 04092, for STJ, Inc.,

939 Parker Farm Road, Buxton, Maine 04093,” prepared by Sebago Technics, Inc., dated March 7, 2019 and revised through September 5, 2019, approved by the City of Westbrook Planning Board and recorded in the Cumberland County Registry of Deeds in Plan Book _____, Page _____, or in a then existing “future lot,” on the resignation or death of a member, or on a member’s failure to pay any dues and/or assessments required in these bylaws within sixty (60) days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

Article V CERTIFICATES OF MEMBERSHIP

Section 5.01. Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be of such form as may be determined by the board. Such certificates shall be signed by the president and vice president or by the treasurer or the clerk and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued to replace it on such terms and conditions as the board of directors may determine.

Section 5.02. Issuance of Certificates. If the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 5.01 of this Article, then, when a person has qualified and been accepted for membership and has paid any initiation fees and dues that may then be required, such a certificate shall be issued in the name of and delivered to the new member by the clerk.

Article VI MEMBERSHIP FEES AND DUES

Section 6.01. Initiation Fee and Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, and the amount of annual dues, if any, payable to the corporation by members.

Section 6.02. Payment of Fees and Dues. Dues shall be payable annually. Statements for dues for annual renewal of membership shall be prepared and mailed, e-mailed, faxed, or otherwise transmitted or delivered to the membership. The renewal date and payment due date for each member shall be set by the Treasurer taking into account the timing of the member’s first fee payment date and the timing of any prior annual payments by the member.

Section 6.03. Default and Termination of Membership. When any member shall be in default in the payment of fees or dues for a period of two (2) months from the beginning of the fiscal year or period in which such dues become payable, that person's membership may be suspended or terminated by the Board of Directors.

Article VII ASSESSMENTS

Section 7.01. Power to Assess. The corporation, acting through the Board of Directors in accordance with the bylaws of the corporation, shall have the power to fix and determine, from time to time, the sums necessary and adequate to provide for the expenses of the corporation, including, but not limited to, such amounts as are necessary for uncollectible assessments, budget deficits, such reserves as the Board of Directors shall deem necessary or prudent, and such other expenses as are specifically provided for in the Articles of Incorporation or the bylaws of the corporation.

Section 7.02. Purpose of Assessments. All assessments shall be used for the purposes of providing funds to maintain and operate the corporation, to provide any necessary liability, property, and/or other insurances for roads and ways, common areas, and other common facilities, to provide any necessary directors and officers liability insurance, and to plow, manage and maintain the streets and ways, including Elmable Drive (until acceptance by the City, if accepted), buffer areas, detention areas, common easements, storm drain inlets and outlets, swales, level spreaders, and other components of any storm drainage facilities, as well as any other common appurtenances and elements in Elmable Estates Subdivision as shown on the approved subdivision plan entitled "Subdivision Plan of Elmable Estates Subdivision, 477 Saco Street, Westbrook, Maine 04092, for STJ, Inc., 939 Parker Farm Road, Buxton, Maine 04093," prepared by Sebago Technics, Inc., dated March 7, 2019 and revised through September 5, 2019, approved by the City of Westbrook Planning Board and recorded in the Cumberland County Registry of Deeds in Plan Book _____, Page _____. In addition, the assessments may be used for any other lawful purposes usual to a homeowners association, including, without limitation, the adoption of rules, regulations and restrictions regarding use of and improvements to the above mentioned streets and ways, storm drainage components, common easements, and any other common or shared facilities in Elmable Estates Subdivision (hereinafter collectively referred to as the "Common Property").

Section 7.03. Special Assessments. If the cash requirement estimated at the beginning of any fiscal year shall prove to be insufficient to cover the actual expenses of the corporation for such fiscal year for any reason (including by way of illustration and not limitation, any Lot Owner's non-payment of an assessment or municipal assessments not yet assessed), the Board of Directors of the corporation shall have the power, at any time it deems necessary and proper, to levy one or more special assessments against each Lot Owner. Special assessments shall be due and payable in the manner and on the date set forth in the notice thereof.

Section 7.04. Payment of Assessments. Each Lot Owner shall pay all assessments levied by or on behalf of the corporation. Liability for such assessments shall begin accruing on the first day of the sixth month following the conveyance of the first lot to a person other than the original developer, and the first such assessment shall be due and payable in advance on such date or on such other date as may be designated by the Board of Directors. Such

assessments shall thereafter be due and payable in advance on a yearly basis on the first day of each fiscal year of the corporation or as otherwise designated by the Board of Directors. Assessments that are unpaid for over fifteen (15) days after the due date shall bear interest at the rate of eighteen percent (18%) per annum from the due date until paid. In the sole discretion of the Board of Directors, a late charge of \$25.00 per assessment not paid when due may be assessed against the delinquent Lot Owner.

Section 7.05. Failure to Fix New Assessments. If the Board of Directors of the corporation shall fail to fix new assessments for expenses of the corporation for the subsequent fiscal year before the expiration of any fiscal year, the Lot Owners shall pay the same sum they were paying for such assessments during the fiscal year Just ended and such sum shall be deemed to be the new assessment for the succeeding fiscal year.

Section 7.06. No Exemption by Waiver. No Lot Owner may exempt himself from liability for the expenses of the corporation by waiver of the enjoyment of the right to use the Common Property or by the abandonment of his lot or otherwise.

Section 7.07. Personal Liability of Lot Owners. All sums assessed by the corporation as a regular or special assessment shall constitute the personal liability of the Lot Owner so assessed, and also, until fully paid, shall constitute a lien against such owner' s lot with the same status as liens established on condominium units under the Maine Condominium Act, Title 33, Chapter 31 of the Maine Revised Statutes and shall be foreclosed in the same manner provided by law for the foreclosure of mortgages. The delinquent Lot Owner shall be obligated to pay (a) all expenses of the Board of Directors of the corporation, including reasonable attorneys' fees, incurred in the collection of the delinquent assessment by legal proceedings or otherwise, and (b) any amounts paid by the Board of Directors of the corporation for taxes or on account of superior liens or otherwise to protect its lien, which expenses and amounts, together with accrued interest, shall be deemed to constitute part of the delinquent assessment and shall be collectible as such.

Section 7.08. Liability of Purchaser of Lot for Unpaid Assessments. Upon the voluntary sale, conveyance or any other voluntary transfer of a lot or any interest therein, the grantee thereof shall not be personally liable with the grantor thereof for all unpaid assessments for expenses of the corporation which are a charge against the lot as of the date of consummation of' the sale, conveyance or transfer, unless such grantee agrees to assume the obligation therefor.

Section 7.09. Subordination of Assessments. Any regular or special assessments or any late charges and interest that may be levied by the corporation shall be subordinate to any first mortgage lien recorded before or after such yearly or special assessment, late charge, or interest was due.

Section 7.10. Fraction of Expense Liability. Each lot shall be assessed an equal share of the expenses of the corporation.

Article VIII
MEETINGS OF MEMBERS

Section 8.01. Annual Meeting. An annual meeting of the members of the corporation shall be held on the third Sunday of October in each year, beginning with the year following the year of incorporation, at the corporation's registered office, or at such other time, place or places as the board of directors may designate from time to time by resolution. Appropriate for consideration at such meetings shall be the election of directors and such other corporate business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Maine, such meeting shall be held on the next succeeding business day, if the election of directors shall not be held on the day designated for an annual meeting, or at any adjournment of such a meeting the board of directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

Section 8.02. Special Meetings. Special meetings of members may be called by the President, the board of directors, or not less than two-thirds (2/3) of such members as may be qualified to vote.

Section 8.03. Place of Meeting. The board of directors may designate any place, either within or without the State of Maine, as the place of meeting for any annual or special meeting of members. If no designation is made, then the place of meeting shall be the corporation's registered office. However, if all members shall meet at any time and place, either within or without the State of Maine, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 8.04. Notice of Meetings. Written or printed notice, or electronically transmitted notice, stating the place, day and hour of any meeting of members shall be delivered personally, by electronic transmission, or by mail not less than ten (10) days nor more than sixty (60) days before the date of such meeting, by or at the direction of the president, clerk, or such officers or persons as are calling the meeting. In the case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice, If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Corporation at the time of mailing.

Section 8.05. Informal Action by Members. Any action required or permitted to be taken at any meeting of members, may be taken without such meeting if a consent in writing, set forth the action to be taken, shall be signed by all members entitled to vote with respect to such action.

Section 8.06. Quorum. Members holding two-thirds (2/3) of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not

present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

Section 8.07. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from its date of execution unless otherwise provided in the proxy.

Section 8.08. Voting by Mail. Where trustees or officers are to be elected by members, such election may be conducted by mail in such manner as the board of directors shall determine.

Section 8.09. Voting Rights. Each member of the corporation shall be entitled to vote at a duly called regular or special members meeting. Each of the Lots numbered 1 through 34 in the Elmaple Estates Subdivision, and the owner of any then existing "future lot(s)," shall be entitled to one vote. If a member owns an interest in a lot as co-tenant, then that member shall be entitled to vote a fractional share of the one vote applicable to such lot depending on the member's relative amount of ownership in such lot. Any member owning an interest in a lot shall be presumed to have the right and authority to vote the interest of the other co-owners of the lot unless the other co-owner manifests a contrary intention at such meeting by appearing in person or by proxy. Wherever in the bylaws of the corporation or in the Maine Nonprofit Corporations Act, 13-B M.R.S.A. §101 et seq., or under other applicable principles of law, a certain percentage vote or certain percentage of members' votes is required, the required percentage vote or percentage of members' votes shall mean that aggregate ownership interest in the Elmaple Estates Subdivision Lots numbered 1 through 34 (plus any then existing "future lot(s))." For example, if a certain vote requires approval by a majority of members, that means members holding a majority-in-interest in the Elmaple Estates Subdivision Lots numbered 1 through 34 (plus any then existing "future lot(s))." Each member's vote is weighted depending on his ownership interest in a particular lot. Each of the Lots numbered 1 through 34 (plus any then existing "future lot(s)") is entitled to one (1) vote. Lot co-owners need not vote as a unit. A majority can be made up of a number of full and partial interests. These rules of construction shall be applied to all voting requirements under the bylaws of the corporation.

Section 8.10. Cumulative Voting Prohibited. In accordance with the prohibition of 13-B M.R.S.A. §604(3) cumulative voting at any election for directors of this corporation is not permitted.

Section 8.11. Election of Directors. The candidates for director receiving the highest number of votes up to the number of directors to be elected, will be deemed to be elected.

Article IX DIRECTORS

Section 9.01. Number. The authorized number of directors of this corporation shall be three (3).

Section 9.02. Qualifications of Directors. Directors must be members of the corporation, or in the case of entity members (corporations, partnerships, etc.) that are not individual persons, must be owners, officers, or employees of entity members who are of members of the corporation.

Section 9.03 Term of Office. The initial three (3) directorships to be elected at the first annual meeting shall be staggered, such that initially one director shall serve a full two year terms, and the remaining two directors shall serve initial one year terms. Thereafter, upon election or reelection, the term of office of each director shall be two (2) years, until the second annual meeting of members following the director's election and until the qualification of a successor in office.

Section 9.04. Powers. Except as otherwise provided in the certificate of incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.

Section 9.05. Replacement of Directors.

(a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director by the president of the corporation, and if that power is not exercised within thirty (30) days after the president receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any director may be removed, with or without cause, by the vote of two-thirds (2/3) of the members of the board of directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above.

(c) Any person appointed or elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

Section 9.06. Compensation. No member of the board of directors shall receive any compensation from the corporation.

Section 9.07. Meetings.

(a) Meetings shall be held at such place or places as the board of directors may from time to time by resolution designate; or, in the absence of such designation, at the registered office of the corporation.

(b) Regular meetings shall be held as soon as convenient after the first annual meeting of members of the corporation, and shall generally be held on the first Thursday of each month. The actual date, time and place of regular meetings shall be as may be prescribed by the board of directors. In the absence of such action by the board of directors in setting the date, time and place of a regular meeting, the president may, as he or she deems necessary, and the clerk shall, if so requested in writing by a majority of the members of the board of directors, set the date, time and place of a regular meeting of the board. Notice of such meetings shall be mailed, electronically mailed, transmitted by facsimile, or otherwise transmitted or delivered to each director at the director's address as kept by the corporation, or the address last recorded on the books of the corporation, not less than ten (10), nor more than fifteen (15) days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

(c) The president may, as he or she deems necessary, and the clerk shall, if so requested in writing by a majority of the members of the board of directors, call a special meeting of the board, In such event, ten (10) days' written or electronically transmitted notice to each director shall be deemed sufficient.

(d) A majority of the board of directors of the corporation shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(e) Except as may otherwise be provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

(f) All meetings of the board of directors shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, with the articles of incorporation of this corporation, or with applicable law.

Section 9.08. Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the

board to directors without a meeting, and that the bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 9.09. Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

Article X OFFICERS

Section 10.01. Designation of Officers. The officers of the corporation shall be a president, one or more vice presidents (as shall be determined by the board of directors), a secretary, a clerk, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant clerks, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and clerk.

Section 10.02. Election and Term of Office. The officers of this corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office for a one year term or until his or her successor shall have been duly elected and shall have been qualified.

Section 10.03. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 10.04. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 10.05. President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

- (a) Shall preside at all meetings of members and of directors;
- (b) May sign, with the clerk or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution

or such instruments has been expressly delegated by the board of directors by these bylaws , or to some other officer or agent of the corporation by law; and

(c) Shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

Section 10.06. Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. Any vice president shall perform such additional duties as may from time to time be assigned to him or her by the president or by the board of directors.

Section 10.07. Treasurer. If so required by the board of directors, the treasurer shall:

(a) Give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;

(b) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(c) Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors;

(d) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors,

Section 10.08. Secretary. The secretary shall:

(a) Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these bylaws or as required by law;

(c) Be secondary custodian of the corporate records and of the seal of the corporation;

(d) Keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership that has been terminated, record that fact together with the date of termination; and

(e) Exhibit to any director of the corporation, or to a directors agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Section 10.09. Clerk. The clerk shall:

(a) Keep the minutes of annual meetings of members and annual meetings of the board of directors, in one or more books provided for that purpose;

(b) See that all annual reports are properly filed with the Maine Office of the Secretary of State;

(c) Be primary custodian of the corporate records and of the seal of the corporation;

(d) Serve as agent for receiving service or process on behalf of the corporation; and

(e) Exhibit to any director of the corporation, or to a directors agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Article XI

CONTRACTS, INSURANCE, CHECKS, DEPOSITS, AND FUNDS

Section 11.01. Contracts. The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section 11.02. Insurances. The board of directors may, by resolution duly adopted, contract for, pay for and provide liability insurance for the directors and officers of the corporation as an expense of the corporation. The board of directors may also contract for general liability, property, or other appropriate insurance coverages for the roads, common areas, and other subdivision facilities or infrastructure.

Section 11.03. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 11.04. Checks, Drafts, Orders for Payment. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer, and countersigned by the president or a vice president of the corporation.

Article XII MISCELLANEOUS

Section 12.01. Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members and board of directors, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, of any proper person, at any reasonable time.

Section 12.02. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section 12.03. Corporate Seal. The board of directors shall provide a corporate seal.

Section 12.04. Waiver of Notice. Whenever any notice is required to be given under the laws of the State of Maine or under the provisions of the articles of incorporation or the bylaws of this corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

Section 12.05. Forms of Notice Permitted. Whenever any notice is required to be given under the laws of the State of Maine or under the provisions of the articles of incorporation or the bylaws of this corporation, such notice may be given by hand delivery, mail, electronic mail, facsimile transmission, or other electronic transmission format as may be reasonably expected to safely reach and notify the recipient.

Article XIII AMENDMENTS

Section 13.01. Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws maybe adopted by the vote or written assent of a majority of the members entitled to vote at a meeting duly called for the purpose according to the articles of incorporation or bylaws.

Section 13.02. Power of Directors to Amend Bylaws. Subject to the limitations of the articles of incorporation, these bylaws, and the laws of the State of Maine, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.

Article XIV INDEMNIFICATION

Section 14.01. 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 the Maine Revised Statutes Annotated, indemnify any and all present and former officers, directors, employees, committee members and agents of the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of their being or having been officers, directors, employees, committee members, or agents of the corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other bylaw, agreement, or otherwise.

Section 14.02. Special Indemnification. Nothing contained in Section 14.01 of this article shall prevent the corporation, by action of its members, or by action of disinterested directors, from indemnifying any person, including, without limitation, a director, an officer, any employee or an agent of this corporation, in any particular case, if in the judgment of the corporation such indemnification should be made. Nothing contained in Section 14.01 of this article shall prevent the corporation, by action of its members, or by action of disinterested directors, from providing liability insurance for, and/or advancing or reimbursing expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding involving, any person, including, without limitation, a director, an officer, any employee or an agent of this corporation, in any particular case, if in the judgment of the corporation such insurance should be provided, or defense expenses advanced or reimbursed.

CERTIFICATION

I, the undersigned Thomas P. Shaw, under oath, do hereby certify as follows:

I am the President of the STJ, Inc., a Maine corporation, which is the owner and developer of a thirty-six (36) lot subdivision known as Elmaple Estates Subdivision as shown on the approved subdivision plan entitled Subdivision Plan of Elmaple Estates Subdivision, Saco Street, Westbrook, Maine, dated March 7, 2019, revised through August 23, 2019, prepared by Sebago Technics, Inc. for STJ, Inc., approved by the City of Westbrook Planning Board and recorded in the Cumberland County Registry of Deeds in Plan Book _____, Page _____, and which corporation is also the incorporator of the Elmaple Estates Homeowners Association established pursuant to the municipal conditions of approval for such subdivision. The Elmaple Estates Subdivision includes certain of the property acquired by STJ, Inc. from Elmaple Associates by a quitclaim deed dated _____, 2019 and recorded in the Cumberland County Registry of Deeds in Book _____, Page _____.

The foregoing Bylaws are a true copy of and constitute the original Bylaws of the Elmaple Estates Homeowners Association established pursuant to such municipal conditions of approval for such subdivision.

In witness whereof, I have hereunto subscribed my name and affixed the seal of said certifying corporation this September _____, 2019.

STJ, Inc.

Witness

By Thomas P. Shaw, President

State of Maine
County of Cumberland, ss.

September _____, 2019

Then personally appeared the above named Thomas P. Shaw, duly authorized President of **STJ, Inc.** and acknowledged the foregoing instrument to be his free act and deed in his said capacity, and the free act and deed of said corporation.

My commission expires:

Notary Public / Maine Attorney at Law

AFFIX SEAL

Printed Name