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## CERTIFICATE OF INCORPORATION

WINFIELD LAKE VILLAGE CONDOMINIUM ASSOCIATION, INC.  
(A NONSTOCK CORPORATION)

The undersigned incorporator hereby forms a corporation under the Nonstock Corporation Act of the State of Connecticut:

1. The name of the corporation is: WINFIELD LAKE VILLAGE CONDOMINIUM ASSOCIATION, INC.

2. The nature of the activities to be conducted or the purposes to be promoted or carried out by the corporation, are as follows:

(a) To operate the Common Interest Community known as Winfield Lake Village, located in Plymouth, Connecticut in accordance with the requirements for an Association of Unit Owners charged with the administration of Property under the Common Interest Ownership Act of the General Statutes of the State of Connecticut as amended, including, without limiting the generality of the foregoing, the performance of the following acts and services on a not-for-profit basis:

The acquisition, construction, management, supervision, care, operation, maintenance, renewal and protection of all building, structures, grounds, roadways and other facilities and installations and appurtenances thereto relating to the Property of the Common Interest Community; to provide maintenance for the Common Elements within the Common Interest Community; to provide garbage and trash collection; to provide security protection; to maintain lands or trees; to supplement municipal services; to enforce any and all covenants, restrictions and agreements applicable to the Common Interest Community; and, insofar as permitted by law, to do any other thing that, in the opinion of the Executive Board, will promote the common benefit and enjoyment of the residents of the Common Interest Community.

(ii) The preparation of estimates and budgets of the costs and expenses of rendering such services and performing, or contracting or entering into agreements for such performance, as provided for in or contemplated by this Section 2, and the apportionment of such estimated costs and expenses among and the collection thereof from the Unit Owners obligated to assume or bear the same, and the borrowing of money for its purposes, pledging as security the income due from Unit Owners and from others and property of the corporation and the Common Elements of the Common Interest Community.

(iii) Enforcing on behalf of said Unit Owners, such Rules as may be made or promulgated by the Executive Board with respect to the safe occupancy, reasonable use and enjoy-

ment of the buildings, structures, and grounds and facilities of the Common Interest Community, and to enforce compliance therewith including the levy of fines.

- (iv) Performing, or causing to be performed, all such other and additional services and acts as are usually performed by managers or managing agents of real estate developments, including without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.
- (b) To retain counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities herein described.
- (c) To do and perform or cause to be performed all such other acts and services that may be necessary, suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law and to acquire, sell mortgage, lease or encumber any real or personal property for the purposes aforesaid.
- (d) To promote the health, safety, welfare, and common benefit of the residents of the Common Interest Community.
- (e) To do any and all acts and things permitted to be done by a Common Interest Community Association under the Common Interest Ownership Act, the Declaration, the Bylaws, and by a non-stock corporation under the laws of the State of Connecticut.

Notwithstanding the foregoing, no part of the net earnings of the corporation may inure (other than by acquiring, constructing or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any member.

3. The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

4. The class, rights and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a Unit in the Common Interest Community shall be a member of the corporation. There shall be one membership for each Unit owned within the Common Interest Community. Such membership shall be automatically transferred upon the conveyance of such Unit. Voting shall be one vote per unit and the vote to which each membership is entitled is the vote assigned to its Unit in the Declaration of the Common Interest Community. If a Unit is owned by more than one person, such persons shall agree among themselves how to vote for such Unit's membership is to be cast. Individual co-owners may not cast fraction votes. A vote by a co-owner for the entire Unit's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Unit objects at

the time the vote is cast, in which case such membership's vote shall not be counted.

The members shall be of one class: Unit Owners who shall own such Units as defined in the Declaration. These Unit Owners shall elect all members of the Executive Board, following the period of Declarant control defined below.

Notwithstanding the foregoing, the Declarant of the Common Interest Community shall have such additional rights and qualifications as may be provided under the Common Interest Ownership Act and the Declaration, including the right to appoint members of the Executive Board as follows: The Declaration provides that during the period of Declarant control the Declarant, or persons designated by him or her, subject to certain limitations contained in the Declaration, may appoint and remove the officers and members of the Executive Board. The period of Declarant control terminates no later than the earlier of: (1) sixty days after conveyance of sixty per cent of the Units that may be created to Unit Owners other than a Declarant; (2) two years after all Declarant have ceased to offer Units for sale in the ordinary course of business; or (3) two years after any right to add new Units was last exercised. The Declarant may voluntarily surrender the right to appoint and remove officers and directors of the Executive Board before termination of that period, but in that event the Declarant requires, for the duration of the period of Declarant control, that specified actions of the Association or Executive Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.

Not later than sixty days after conveyance of one-third of the Units that may be created to Unit Owners other than the Declarant, at least one member and not less than one-third of the members of the Executive Board shall be elected by Unit Owners other than the Declarant.

Except as otherwise provided above, not later than the termination of any period of Declarant control, the Unit Owners shall elect an Executive Board of at least three members, at least a majority of whom shall be Unit Owners. The Executive Board shall elect the officers. The Executive Board members and officers shall take office upon election.

Notwithstanding any provision of the Declaration or Bylaws to the contrary, the Unit Owners, by a two-thirds vote of all persons present and entitled to vote at any meeting of the Unit Owners at which a quorum is present, may remove any member of the Executive Board with or without cause, other than a member appointed by the Declarant.

Holders of Security Interests in the Units may have or be granted certain rights of approval or disapproval of certain actions of the corporation or its members.

5. The corporation shall exist perpetually.

Dated at Plymouth, Connecticut this 16th day of July, 1986.

0427

I hereby declare, under penalties of false statement, that the statements made in the foregoing certificate are true.

*Francis H. Dolan*  
Incorporator

State of Connecticut  
Filed \_\_\_\_\_, 1986

Secretary of the State  
By \_\_\_\_\_

30  
90 EXP  
6

11 cc

20 EXP

FILED  
STATE OF CONNECTICUT  
JUL 17 2 00 PM '86

*John A. Terry*  
SECRETARY OF THE STATE  
BY \_\_\_\_\_

87 total

rec + 1cc:

Francis H. Dolan  
31 Fossil Street  
New Britain CT  
06150

rec done

@ 11:00 AM

7/18/86

Lue

APPOINTMENT OF STATUTORY AGENT FOR SERVICE  
DOMESTIC CORPORATION

0428

For office use only

ACCOUNT NO

INITIALS

VOL 1072

TO: The Secretary of the State of Connecticut

NAME OF CORPORATION

Winfield Lake Village Condominium Association, Inc.

APPOINTMENT

The above corporation appoints as its statutory agent for service, one of the following:

NAME OF INDIVIDUAL WHO IS RESIDENT OF CONNECTICUT	BUSINESS ADDRESS	ZIP CODE
Francis H. Dobrowolski	Same as residence	
	RESIDENCE ADDRESS P.O. Box 1147	ZIP CODE
NAME OF CONNECTICUT CORPORATION	31 Forest Street, New Britain, CT	06050
	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter address of appointee's statutory agent for service.)	
NAME OF CORPORATION not Organized Under the Laws of Conn.	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter "Secretary of the State of Connecticut")	

\*Notary has prepared a Certificate of Authority, to appear before or confer after, in this state

Francis H. Dobrowolski (sole)

*Francis H. Dobrowolski*

July 16, 1986

Accepted:

Francis H. Dobrowolski

*Francis H. Dobrowolski*

For office use only

FILED  
STATE OF CONNECTICUT

JUL 17 2 00 PM '86

*John H. Long...*  
SECRETARY OF THE STATE

BY

RECEIVED

STATE OF CONNECTICUT

FILED FEE \$ \_\_\_\_\_

CERTIFICATION FEE \$ \_\_\_\_\_

TOTAL FEES \$ \_\_\_\_\_

CERTIFIED COPY SENT BY MAIL \$ \_\_\_\_\_

INITIALS \_\_\_\_\_

CASH

LIST

PROOF

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 24TH day of APRIL A.D. 2012  $\phi$

  
\_\_\_\_\_  
SECRETARY OF THE STATE

**CERTIFICATE**

AMENDING OR RESTATING CERTIFICATE  
OF INCORPORATION 61-38

BY ACTION OF

INCORPORATORS

BOARD OF DIRECTORS

BOARD OF DIRECTORS AND SHAREHOLDERS (Stock Corporation)

BOARD OF DIRECTORS AND MEMBERS (Nonstock Corporation)

1017

059587A002 09/28/89RH37010

9.00

**VOL 1149**

**STATE OF CONNECTICUT  
SECRETARY OF THE STATE**

For office use only
ACCOUNT NO.
INITIALS <i>MB</i>

1. NAME OF CORPORATION <b>Winfield Lake Village Condominium Association Inc.</b>	DATE <b>September 1, 1989</b>
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2. The Certificate of Incorporation is  A. AMENDED ONLY  B. AMENDED AND RESTATED  C. RESTATED ONLY by the following resolution  
**CHANGE CORPORATION NAME TO: Winfield Condominium Association Inc.**

3. (Omit if 2 A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS	<input type="checkbox"/> 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)
	We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.
	SIGNED _____ SIGNED _____ SIGNED _____
	APPROVED (All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote; if none, so indicate)
SIGNED _____ SIGNED _____ SIGNED _____	

(Over)

BY ACTION OF BOARD OF DIRECTORS

4. (Omit if 2.C is checked.) The above resolution was adopted by the board of directors acting alone,  
 there being no shareholders or subscriber  the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended  
 the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is: 6      6. The number of directors' votes in favor of the resolution was: 6

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)      NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

John Taillie      Jane Casey Dorosh

SIGNED (President or Vice President)      SIGNED (Secretary or Assistant Secretary)

X John Taillie, PRESIDENT      X Jane Casey Dorosh, Secretary

4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)      NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SIGNED (President or Vice President)      SIGNED (Secretary or Assistant Secretary)

4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)      NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SIGNED (President or Vice President)      SIGNED (Secretary or Assistant Secretary)

For office use only

FILED  
 STATE OF CONNECTICUT  
 12/10/89

*[Handwritten signature]*

FILING FEE \$ 9.00	CERTIFICATION FEE \$ 0.00	TOTAL FEES \$ 9.00
SIGNED (For Secretary of the State) REC SENT: 12/10/89 ML		
CERTIFIED COPY SENT ON (Date)	INITIALS	
TO G & W Management Inc		
CARD P.O. BOX 879	PROOF	

Watertown, Ct 06795



STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 24<sup>TH</sup> day of APRIL A.D. 2012 &



SECRETARY OF THE STATE