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(1918 - 1994)

Ethan J. Croce, Assistant Planner
TOWN OF FALMOUTH
271 Falmouth Road,
Falmouth, ME 04105

RE: The Woodlands Homeowners Association

Ethan:

You may recall that back in August I spoke to you about some amendments that The Woodlands Homeowners Association was contemplating making to the Declaration which governs the Woodlands subdivision and the Association, the By-Laws of the Association, and the Articles of Incorporation of the Association. Specifically, the Board of Directors of the Association asked me to assist it in developing Architectural Design and Review Standards and Guidelines that are more appropriate to a mature community. The then existing guidelines were developed in 1988, prior to construction of any residences within the Woodlands subdivision.

As I worked with the Board of Directors I realized that there was language in the governing documents of the Association that related to town approval and that probably had the town involved in more of the governing situations in the Woodlands than has proved to be necessary over the years. Specifically, the Articles of Incorporation have the following language:

"A simple majority of the members shall constitute a quorum for any meeting of the Association, and a simple majority of the members present at a meeting with a quorum may take action, except, however, that a three quarter (3/4) majority of all the members of the Association shall be required to amend this Declaration, *which amendment shall not become effective until sixty (60) days after approval of the amendment by the Town of Falmouth, Maine* and the recording of such amendment by the clerk of the Association in the Cumberland County Registry of Deeds."*[italics mine]*

The By-Laws have the following language:

“These By-Laws may be amended at any time and from time to time by written instrument duly executed by the owners of record of sixty-five percent (65%) or more of the lots, provided; however, that such amendments must be in conformity with all applicable laws and conditions of any applicable governmental approvals, *and such amendment shall not be effective until it is approved by the Town of Falmouth* and the amendment is recorded in the Cumberland County Registry of Deeds.”

And finally, the Declaration has the following language:

“A simple majority of the members shall constitute a quorum for any meeting of the meeting [*sic.*] with a quorum may take action, except, however, that a three quarter (3/4) majority of all the members of the Association shall be required to amend this Declaration, *which Amendment shall not be effective until approval of the Amendment by the Town of Falmouth Planning Board* and the recording of such Amendment by the clerk of the Association and the Cumberland County Registry of Deeds.”

Enclosed is a form entitled “The Woodlands Homeowners Association Certificate of Amendments of the Declaration ... and the By-Laws of the Association.” This Certificate has attached to it the Amendments to the Declaration and the By-Laws, including the amendments changing the language set forth above. Also enclosed is a copy of the Articles of Amendment of the Articles of Incorporation which shows the amendment to the article provision referred to above. The Certificate of Amendments has only one page of Exhibit B. I spared you the other fifteen pages which are just signature pages.

As you can see from the amendment language of the various governing documents quoted above, the town’s approval for amendments is variously “the Town of Falmouth” and “the Town of Falmouth Planning Board”. On page 2 of the original certificate which is enclosed, I have inserted a statement by the Town to be signed by Nathan Poore and Anthony Calcagni as Chair of the Planning Board.

With the amendments adopted by the members of the Association and presented to you for Town approval, the Association will have to obtain Town approval of amendments to the governing documents only when the amendments affect land use approvals received with regard to the Woodlands development. Other amendments that relate to governance (such as architectural aesthetic review), but not to land use, will no longer require Town approval.

If you find the material which I provided to you in order and a sufficient explanation of what The Woodlands Homeowners Association has done with regard to its governing instruments, I ask you to please get Nathan's signature and Tony's signature where indicated, and show the date of the first of them to sign. I realize that I put "December __, 2007". Obviously I was being optimistic. If someone can just cross out "December __, 2007" and put whatever date Nathan or Tony signs, that should suffice.

If you would then please return this to me so that I can have the certificate recorded in the Registry of Deeds.

Please feel free to contact me if you have any questions; I appreciate your assistance throughout this process.

Regards,



M. Kelly Matzen

MKM/jmf

Enclosures

cc: Scott L. Carter (w/o enc.)
Pat Maiorino (w/o enc.)

01-07-08

EXHIBIT A

**THE WOODLANDS HOMEOWNERS ASSOCIATION
AMENDMENT TO THE ARTICLES OF INCORPORATION**

October 21, 2007

EXHIBIT A to Section FIFTH of the Articles of Incorporation is hereby deleted in its entirety and in its place shall be the following:

Exhibit A:

“The members of the Association shall consist of all of the Lot Owners of this subdivision. The membership of each Lot Owner shall terminate upon a sale, transfer or other disposition, other than by mortgage, of the ownership interest of such Lot Owner of his Lot, and thereupon the membership and any interest in this Association shall automatically transfer to and be vested in the next owner or owners succeeding such interest therein.

Each lot owner, and the heirs, successors and assigns of such owners shall be by virtue of, and during, such ownership be members of a Maine non-profit corporation which has been established expressly for this purpose, named The Woodlands Homeowners Association, referred to hereinafter as ‘Association.’ In the event that more than one party shall own a lot, only one such owner shall appear in the corporation clerk’s records as a member and only that member may exercise voting rights at meeting of the Association. For each lot owned by a member, that member shall be entitled to one vote. One-quarter (1/4th) of the members present in person or by proxy shall constitute a quorum for any meeting of the Association, and a simple majority of the members present in person or by proxy and voting at a meeting with a quorum may take action, except, however, that a sixty percent (60%) majority of votes of the members present in person or by proxy and voting at any meeting with a quorum shall be required to amend these Articles. Other provisions pertaining to the operation of the Association are set forth in the By-Laws of The Woodlands Homeowners Association, as they are amended from time to time, which are incorporated herein by reference.”

Existing Articles of Incorporation



EXHIBIT A

The members of the Association shall consist of all the Lot Owners of this subdivision. The membership of each Lot Owner shall terminate upon a sale, transfer or other disposition, other than by mortgage, of the ownership interest of such Lot Owner in his Lot, and thereupon the membership and any interest in this Association shall automatically transfer to and be vested in the next owner or owners succeeding such interest therein.

Each lot owner, and the heirs, successors and assigns of such owners shall by virtue of, and during, such ownership be members of a Maine non-profit corporation which has been established expressly for this purpose, named The Woodlands Homeowners Association, referred to hereinafter as "Association". In the event that more than one party shall own a lot, only one such owner shall appear in the corporation clerk's records as a member and only that owner may exercise voting rights at meeting of the Association. For each lot owned by a member, that member shall be entitled to one vote. A simple majority of the members shall constitute a quorum for any meeting of the Association, and a simple majority of the members present at a meeting with a quorum may take action, except, however, that a three quarter (3/4) majority of all of the members of the Association shall be required to amend this Declaration, which amendment shall not become effective until sixty (60) days after approval of the amendment by the Town of Falmouth, Maine and the recording of such amendment by the clerk of the Association in the Cumberland County Registry of Deeds. Other provisions pertaining to the

operation of the Association are set forth in the By-Laws of
The Woodlands Homeowners Association, which are incorporated
herein by reference.

EXHIBIT B

**THE WOODLANDS HOMEOWNERS ASSOCIATION
CERTIFICATE OF AMENDMENTS TO THE BY-LAWS - 2007**

THE FOLLOWING AMENDMENTS TO THE BY-LAWS OF THE WOODLANDS HOMEOWNERS ASSOCIATION HAVE BEEN APPROVED BY THE UNDERSIGNED OWNERS OF RECORD (IN THE REGISTRY OF DEEDS) OF THE LOTS IN THE WOODLANDS SUBDIVISION INDICATED. IN ORDER TO PREVAIL, AMENDMENTS REQUIRE SIXTY-FIVE PERCENT (65%) OR MORE OF THE LOT OWNERS

- I. ARTICLE IV – MEETING OF MEMBERS, Paragraph 5, QUORUM is amended by deleting the Paragraph in its entirety and in its place shall be the following:

“5. The presence, either in person or by proxy, of the holders of at least one-quarter (1/4) of the votes of the Association as determined in accordance with Paragraph 7 of this Article IV shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the members.”

- II. ARTICLE IV – MEETING OF MEMBERS, Sub-Paragraphs 7.1 and 7.2 are amended by deleting the Sub-Paragraphs in their entirety and in their place shall be the following:

“7.1 Each question presented at a meeting at which a quorum is present shall be determined by a vote of the majority of the Members present in person or by proxy and voting unless by express provision of these By-Laws, the Declaration, the Deed or other documents expressly incorporated herein by reference, a different vote is necessary.

7.2 As used in these By-Laws, the term ‘majority of Members’ shall mean those Members having more than fifty percent (50%) of the total authorized votes as determined in accordance with this paragraph 7 of all Members present in person or by proxy and voting in any meeting of the Members at which a quorum is present.

- III. ARTICLE VIII – AMENDMENTS, is amended by deleting the Article in its entirety and in its place shall be the following:

“These By-Laws may be amended at any time and from time to time by vote of a sixty percent (60%) majority of members present in person or by proxy and voting at any meeting with a quorum provided notice of the proposed By-Law amendment is given with the notice of the meeting. No amendment to the By-Laws which relates to land use approvals shall be effective without the consent of the Town of Falmouth.”

SIGNATURES APPEAR ON FOLLOWING PAGE(S)

NAME (print) Thomas Dyck Lot# 073
NAME (signature) [Signature] Date: NW 13, 2007
9 Hemlock Lane.
Certificate of Amendments to the By-Laws
The Woodlands Homeowners Association

5. The presence, either in person or by proxy, of the holders of at least fifty (50%) percent of the votes of the Association as determined in accordance with Paragraph 7 of this Article IV shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of Members.

6. If at any meeting of Members a quorum shall not be in attendance, those Members who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time at which the original meeting was called.

VOTING RIGHTS

7. Each Member who as of the date of the meeting shall have paid all charges, fees and assessments then due, shall be entitled to one (1) vote for each lot owned by such Member. If a lot is owned by more than one (1) person, the voting rights for such lot shall not be divided but shall be exercised only jointly as a unit. Members may vote by or be a proxy. Each proxy must be filed with the Secretary prior to the commencement of a meeting, or at any subsequent time that delivery of proxies is required.

7.1. Each question presented at a meeting shall be determined by a vote of a majority of Members, unless by express provisions of these By-Laws or the Deed or other documents expressly incorporated herein by reference, a different vote is required. each question presented at a meeting shall be determined by a vote of a majority of lot owners.

7.2. As used by these By-Laws , the term "majority of Members" shall mean--those Members having more than fifty percent (50%) of the total authorized votes as determined in accordance with this paragraph 7 of all Members present in person or by proxy and voting in any meeting of the Members.

CASTING OF VOTE BY BUSINESS ENTITY

8. The vote of any corporate, partnership or trust Member may be cast on its behalf by any officer, partner, trustee or beneficiary of such Member and any such Members may appoint, in writing, its officer, partner, trustee or beneficiary or any other Member as its proxy. Each proxy must be filed with the Secretary prior to the commencement of a meeting, or at any subsequent time that delivery of proxies is required.

ORDER OF BUSINESS

9. The order of business at all meetings of the Members shall be as follows:

- 9.1. Roll call, (including proxies);
- 9.2. Proof of notice of meeting;
- 9.3. Reading or waiver of reading of minutes of preceding meeting;
- 9.4. Reports of Board of Directors or of Officers ;
- 9.5. Reports of committees;
- 9.6. Election of Members of the Board of Directors ;
- 9.7. Old business; and
- 9.8. New Business.

remains unpaid for more than thirty (30) days from the due date for payment thereof together with any interest thereon.

UNPAID ASSESSMENTS

9. The Association shall promptly provide to any lot owner or contract purchaser so requesting the same, a written statement setting forth the amount of unpaid assessment currently levied against the lot.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended at any time and from time to time by written instrument duly executed by the owners of record of sixty-five percent (65%) or more of the lots , provided; however, that such amendments must be in conformity with all applicable laws and conditions of any applicable governmental approvals, and such amendment shall not be effective until it is approved by the Town of Falmouth and the amendment is recorded in the Cumberland County Registry of Deeds.

ARTICLE IX

MISCELLANEOUS

INTERPRETATION

1. For the purposes of these By-Laws, where the context so requires, the terms appearing in these By-Laws shall have the meaning ascribed to them in the Declaration (incorporated by reference in the Deed), Deed, and the Ground Lease.