

CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION

STATE OF CONNECTICUT
SECRETARY OF STATE

The undersigned incorporators hereby form a corporation under the Nonstock Corporation Act of the State of Connecticut:

Article 1. The name of the corporation is: OLD STONE BRIDGE PROPERTY OWNERS' ASSOCIATION, INC.

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

To exercise, promote, and protect the privileges and interest of the residents of the Old Stone Bridge area of Greenwich, Connecticut; to establish, maintain, and beautify any roads, common areas or other real property in which it has or may have an obligation or interest; to exercise all of the rights, privileges, and obligations contained in Article XXI and XXII of a certain Declaration made by Twin Ridge, Inc. A Connecticut Corporation, recorded in the Greenwich Land Records in Book 992 at Page / ., and to protect property values by enforcement of restrictive covenants and agreements.

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

Article 4. The classes, rights, privileges, qualifications, obligations and the manner of election or appointment of members are as follows:

The corporation has one class of members, and membership shall be limited to the record owners of lots shown on Map No. 5394 of the Greenwich Land Records, each lot being entitled to one (1) vote.

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* Article XXI - Property Owners Association
Article XXII - Roads

Article 5. The corporation shall have power in general to conduct its affairs in any manner not contrary to the statute laws of the State of Connecticut regulating corporations without capital stock, and shall have and may exercise all of the powers now or hereafter conferred upon, or permitted to, such corporations, and may do any or all of the things hereinbefore specified to the same extent as natural persons could do, as trustee, principal, agent or otherwise, and either alone or in association with others; provided, however, that none of its affairs shall be carried on and no powers shall be possessed by or exercised by the corporation except such as are deemed to be for the furtherance of Associations activities.

Article 6. The corporation is not organized and shall never be operated for the pecuniary profit of any of its members. No member, officer, director, trustee, employee or other agent of the corporation shall ever receive or be entitled to receive, upon the dissolution of the corporation or otherwise, any pecuniary profit from its operations or any money or anything of value whatsoever except reasonable compensation for services actually rendered to the corporation in effecting one or more of its proper purposes.

In the event of liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary or by the operation of law, the property or other assets of the corporation remaining after the payment, satisfaction and discharge of its liabilities or obligations, shall be distributed entirely to or among one or more organizations described in Section 501(c) (7) of the Internal Revenue Code of 1954, subject to the

order of the court having jurisdiction thereof as and when provided by law.
No member of the corporation or other individual shall have any right, title
or interest in or to any of the remaining assets of the corporation.

Article 7. No substantial part of the activities of the corporation
shall be the carrying on of propaganda, or otherwise attempting to influence
legislation, and the corporation shall not participate in, or intervene in,
any political campaign on behalf of any candidate for public office. Notwith-
standing any other provision of this Certificate, the corporation shall not
carry on any other activities not permitted to be carried on by a corporation
described in Section 501(c)(3) of the Internal Revenue Code of 1954.

Article 8. The duration of the corporation shall be perpetual.

Dated at: Stamford, Connecticut this 8th day of ^{November} September, 1976

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

M. Dean Montgomery
M. Dean Montgomery, Incorporator

Deborah Haskins
Deborah Haskins, Incorporator

Barbara Cutri
Barbara Cutri, Incorporator

CERTIFICATE

Amending Certificate of Incorporation
by Action of Board of Directors and Members
(Nonstock Corporation)

STATE OF CONNECTICUT
SECRETARY OF THE STATE

For office use only
Account No.
Initials

1. NAME OF CORPORATION OLD STONE BRIDGE PROPERTY OWNERS' ASSOCIATION, INC.	DATE February 3, 1982
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2. The Certificate of Incorporation is AMENDED ONLY by the following resolution:

RESOLVED: That the Articles of Incorporation of Old Stone Bridge Property Owners' Association, Inc. be, and they hereby are, amended to delete from both Article 6 and Article 7 thereof the words "Section 501 (c) (7)" and in their place to substitute the words "Section 501 (c) (4)".

3. This item is not applicable and is therefore omitted.

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



5. Vote of members:

(a)

NO. OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
21	51.3%	14	21

(b) No shares are entitled to be voted as a class.

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

NAME OF PRESIDENT		NAME OF SECRETARY		
Gerhard P. Kurth		Anthony M. Macleod		
SIGNED (President)		SIGNED (Secretary)		
				
		FILING FEE	CERTIFICATION FEE	TOTAL FEES
		\$ 6	\$ 18 (200's)	\$ 24
		SIGNED (For Secretary of the State)		
		CERTIFIED COPY SENT ON (Date)		
		TO		
		CARD	LIST	PROOF

Form 61-58

State of Connecticut

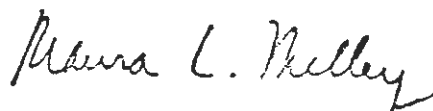
OFFICE OF SECRETARY OF THE STATE

} SS.

HARTFORD.

I hereby certify that the foregoing 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 19th day
of April A.D., 1982



By-Laws
of the
OLD STONE BRIDGE PROPERTY OWNERS' ASSOCIATION,
INC.
(a non-stock, non-profit corporation)

as amended at the Annual Meeting of the Old Stone Bridge Property
Owners' Association, Inc. on April 9, 2007

ARTICLE I

Name and Object of Corporation

1. Name. This corporation shall be known as the OLD STONE BRIDGE
PROPERTY OWNERS' ASSOCIATION, INC, hereinafter called the Association.

2. Objects. To maintain parks, open space, roads and any other common real and
personal property in Old Stone Bridge, as shown on Map No. 5394 of the Greenwich
Land Records; to serve as the Approving Agent and to enforce restrictive covenants and
agreements upon the lots in Old Stone Bridge or upon the use thereof by the owners or
occupants; to regulate nuisances and to exercise any or all of the powers given to it as set
forth in a Declaration recorded in Book 992 at Page 1 of the Greenwich Land Records
and its amendments dated March 30, 1977 and dated June 23, 1977 and dated November
9, 1994, and such other powers as may hereafter be granted to it; to preserve and enhance
the appearances of Old Stone Bridge; generally to do any and all lawful things in

connection with Old Stone Bridge which may be advisable to its members for the benefits of all the residents of Old Stone Bridge, except as may be specifically prohibited under its Certificate of Incorporation, the laws of the State of Connecticut, or the laws, rules and regulations imposed by the United States Internal Revenue Code which would jeopardize or terminate any favorable tax treatment which it has or may have.

ARTICLE II

Membership

1. Members. Each lot owner or owners shall by virtue of their holding title to a lot in the Old Stone Bridge area, become a member of this Association. Each lot owner or owners shall have one (1) membership for each lot so held by each lot owner or owners. The acceptance of a deed or conveyance or the act of occupancy of a lot shall constitute an agreement and acceptance that these by-laws and the Certificate of Incorporation are accepted, ratified and confirmed in all respects as they now exist or may be amended from time to time.

2. Assignability of Membership. The rights or privileges of a member shall not be assigned.

3. Vote. Ownership of a lot in the Old Stone Bridge area shall entitle the owner or owners to one (1) vote.

4. Termination. The rights and privileges of a member shall cease upon the sale of the lot which entitled a member to vote.

ARTICLE III

Meeting of Members

1. Place of Meeting. Every meeting of members of the Association shall be held in Greenwich, Connecticut, specified in the notice of said meeting given as hereinafter provided.

2. Annual Meeting. Each annual meeting of members of the Association for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held in the first two weeks of March in each year at such date and hour as shall be specified in the notice thereof.

3. Special Meetings. Special Meetings of members may be called at any time by the Board of Directors of the Association or by the President or by the Secretary. If the Board of Directors or the officers fail to call a meeting upon the request of twenty (20) percent or more of members entitled to vote, the members may call and conduct a special meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

4. Notice of Meeting and Waiver. A notice in writing of each meeting of members shall be given by or at the direction of the President or the Secretary of the Association to all members, by leaving such notice at the residence of the owner, or by mailing a copy thereof addressed to the owner, not less than seven days and no more than fifty days before the date of the meeting. Such notice shall state the general purpose or purposes for which the meeting is called and the place, day and hour, of the meeting. A written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of notice. The attendance of any person at a meeting without protesting, prior to the commencement of the meeting, shall be a waiver of the lack of proper notice of such meeting.

5. Voting List. The Secretary of the Association shall make, or cause to be made before each meeting of the members at which notice is given, a complete list or other equivalent record of the members entitled to vote at such meeting.

6. Quorum. Twenty (20) percent of the members entitled to vote present in person or by proxy at any meeting of members shall constitute a quorum for such meeting. The members present at a duly held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Except as otherwise provided by Statute of the Certificate of Incorporation, the affirmative vote, at a meeting of members duly held and at which a quorum is present, of a majority of the members represented at such meeting which are entitled to vote on the subject matter shall be the act of the members.

ARTICLE IV

Government

1. Board of Directors. The affairs of the Association shall be governed by a Board of Directors consisting of at least three persons, all of whom shall be lot owners. The Directors shall be elected by the members of the Association at the Annual Meeting. Each director is elected for a term of three years and shall be eligible for a new three-year term not earlier than one year after the termination of the previous term. In order to ensure continuity the terms of the directors shall be staggered, so each year the term of one of the directors expires and a new director is elected.

2. Officers. The Board of Directors shall elect from among their number a President, a Vice President, a Secretary and a Treasurer. The Secretary or the Treasurer may be elected to serve as Vice President.

3. Vacancies in Offices. If a vacancy occurs among the Board of Directors, the vacancy shall be filled on an interim basis and until the next Annual Meeting by a member of the Association appointed by the Board of Directors.

4. Meetings of the Board. Meetings of the Board of Directors shall be called by the President on his/her own initiative, or by the Secretary upon request of any two members of the Board of Directors. Three day notice of meetings of the Board shall be sent by mail, e-mail or in person to all Directors, and shall be deemed sufficient notice of such meetings, except that the three day notice shall not be required if the President designated such meetings as an emergency or if a written waiver is signed by the person or persons entitled to such notice. A majority of the Board of Directors shall constitute a quorum. A majority of the votes of the Directors present at a meeting of the Board is required and sufficient for a decision.

ARTICLE V

Duties and Powers of the Board of Directors

1. Management of Association. The Board of Directors shall have general charge and management of the affairs, funds, and property of the Association. The Board shall have full authority and it shall be the Board's duty, to carry out the purposes of the Association according to the Articles of Incorporation and By-Laws. The Board of Directors is empowered to enter into any leases, contracts, or other agreements, file law suits on behalf of the Association, or employ agents if necessary, to carry out the objects of the Association as stated in Article I, Section 2.

2. Appointment of Committees. The Board of Directors may appoint committees as it deems necessary; it may vote the expenditure of money as it deems necessary or