

THE MIAMI BEACH ASSOCIATION Inc.
Charter

Section 1. Name. The owners of a freehold interest in any land within the limits specified in Section 2 of this Charter, in the locality known as Miami Beach in the Town of Old Lyme, Connecticut shall be, while they continue to be owners of such land, a body politic and corporate by the name of The Miami Beach Association, and by that name they and their successors shall be a corporation in law capable of suing and being sued and pleading and being impleaded in all courts, and shall be vested with and may exercise the powers hereinafter specified.

Section 2. Boundaries. The limits and territory of said Association shall be that part of the development known as Miami Beach, located in the Town of Old Lyme and bounded and described as follows:

1. Northerly by the highway known as Shore Road, Connecticut highway route No. 156;
2. Easterly by Alley No.3;
3. Northerly again by a private road known as Pond Road and again easterly by a street known as Hartford Avenue;
4. Southerly by Long Island Avenue (the beach),
5. Westerly by a private development known as Hawks Nest Beach Club.

The limits and territory of said Association may be extended at any time upon written application from the owner or owners of property adjoining said Association, provided the following occurs:

1. Such applications shall have the approval of a majority of the Members present at any annual or special meeting warned for that purpose; and
2. The owner or owners-of-record of the property desiring to become part of said Association modify their deed (legal and binding) to clearly state their property is located within the boundaries of said Association, and will be consequently assessed the appropriate real estate tax on an annual basis from that date forward and forever, and that such deed modification is irreversible. Such modified deed shall be recorded in the office of the Clerk of the Town of Old Lyme prior to the property being included within the boundaries of the Association.

Thereupon such land shall be incorporated within the limits and territory of said Association and the owner or owners-of-record thereof shall be a part of said body politic and corporate.

Section 3. Object. The object of said Association shall be to provide and regulate the improvements of the land within the boundaries of said Association and provide for reasonable maintenance and governance to ensure the health, comfort, protection and convenience of the inhabitants thereof.

Section 4. Membership. All owners of record of land or holding a freehold interest in any land within the limits of said Association as specified in Section 2 of this Charter and who are (i) individuals who are at least eighteen (18) years of age or (ii) Legal Entities, as defined in Section 5, shall be Members of said Association while they continue to be owners of such land. Individual Members shall be eligible to hold any office in said Association.

Section 5. Voting Eligibility. Only a Member, as specified in Section 4, shall be eligible to vote. The Member must be either (a) an individual or individuals, whose name or names have been duly recorded on the deed to property located within said Association or (b) a limited liability company, partnership, corporation, trust or other recognized form of legal entity (a "Legal Entity") whose legal name has been duly recorded on the deed to the property located within said Association. If applicable, such Legal Entity must also provide a current filing of its legal status as recorded and accepted by the Secretary of the State of Connecticut.

A minor, an individual under the age of eighteen (18), who becomes an owner by virtue of inheriting property in said Association, shall not be eligible to vote in person at such meeting or to appoint an agent to vote for such individual. Only a duly qualified guardian, administrator or trustee by law for such minor shall have the same power and be eligible to vote as any sole owner who had arrived at eighteen (18) years of age, would have if the individual owned the same property.

Section 6. Voting. Voting by Members at any meeting of said Association will be based on eligibility, as described in Section 5 of this Charter as follows: (a) a single owner of record shall be entitled to cast one (1) vote; (b) multiple owners of record, not recognized as Legal Entities, shall be considered for voting purposes as one (1) Member of the Association and shall designate, in writing, prior to or at the meeting, one (1) person to cast one (1) vote that represents the such owners' decisions on matters to be voted upon at any such meeting; and (c) a Legal Entity shall appoint, in writing, prior to or at any such he meeting, one (1) person to cast one (1) vote that represents such Legal Entity's decisions on matters to be voted upon at any such meeting. Under no circumstances shall a deeded property within said limits of said Association be represented by more than one (1) vote. No Member shall vote by proxy. Each Member shall have one vote, regardless of the number of properties owned by such Member in the Association.

Section 7. Absentee Ballot Voting. Except in the case of emergency situations where it will be necessary for the Board of Governors to take immediate action for the health, safety and welfare of the Association, absentee ballot voting will be available for all regular and special meetings of the Members of the Association. Absentee ballots may be obtained by written request to the Clerk of the Association sufficiently in advance of any meeting of Members to allow for such ballot to be prepared and delivered to the requesting Member and the vote to be counted at such meeting.

Sections 8. Association Meetings. At its initial meeting, the Members of the Association shall elect, from Members of said Association, a Board of Governors of six (6) members, two (2) for the term of one (1) year, two (2) for the term of two (2) years and two (2) for the term of three (3) years, and at each annual meeting thereafter, successors to the members whose terms expire shall be elected for the terms of three (3) years . Each Annual meeting shall be held in the Town of Old Lyme during the month of June on a Saturday or Sunday at such time and place as a majority of the Board of Governors shall decide and warn. At such meetings Members also shall elect a President, Vice President, Secretary, and Treasurer. The President shall be ex officio, a member of the Board of Governors but shall have no vote as such except in case of a tie. The members of the Board of Governors and the officers of said Association shall hold office until their successor shall be elected and shall have qualified, unless sooner disqualified by ceasing to be owners of land within the limits of said Association or upon their removal for cause by a simple majority vote of the number of voting Members (as described in section 6) of said Association present at a meeting duly warned and held for that purpose. To be eligible to stand for the Board of Governors or to serve as an officer of the Association, a Member must be "Member in good standing". A Member in good standing is a Member whose current tax liability to said Association is paid in full as of the first day of January of the calendar year the meeting is held and be free of all tax liens imposed by said Association.

Section 9. Notice of Annual Meeting. Notice of the annual meeting shall be directed to each Member of said Association as their names appear on the tax list obtained from the Town of Old Lyme Tax Collector, by first class mail to the last known address of the owners of record at least fourteen (14) days prior to the date of the meeting. All subsequent meetings, annual or special, shall be warned by the Secretary of said Association in the manner prescribed which includes first class mail to the last known addresses of the owners of record, email, posting notification on said Association's website and posting notification publicly within boundaries of said Association at least fourteen (14) days prior to the date of said meeting.

Section 10. Board Vacancies. Any vacancy occurring in the membership of said Board of Governors between annual meetings of said Association shall be filled by a two-thirds (2/3) majority vote of the entire Board of Governors until the next annual meeting, at which time the Members of said Association shall elect a member of the Board of Governors to fill the unexpired portion of the term. Any vacancy occurring in any office between annual meetings shall be handled as follows: Should the office of President be vacated the then current Vice President shall assume full and total responsibility of the President's office. Should any other officer (Vice President, Secretary, Treasurer) vacate his or her position the President with two-thirds (2/3) majority vote of the entire Board of Governors shall appoint a replacement from the Board of Governors or the General Membership to serve the unexpired portion of the term.

Section 11. Duties of Officers. The President of said Association shall be the chief executive, shall preside over all meetings of said Association and the Board of Governors and, generally perform such duties as are customarily performed by presiding officers. The President shall be an ex officio member of all committees. The Vice-President, in case of the absence or disability of the President, shall assume and fulfill all duties of the President. The Secretary shall record and keep in his/her records the Minutes of each meeting of said Association and of each meeting of said Board of Governors. He/she shall keep at all times a record of all voters of the territory of said Association; shall sign all warnings, notices, orders and by-laws and shall keep a record of all actions of said Association and Board of Governors. All records are property of said Association and will be stored at said Association Office. The Treasurer shall collect or have collected such taxes and assessments as may be laid by said Association under the provisions of this Charter, and, in so doing, have all the powers and be subject to all the duties provided by law for Tax Collectors of Towns. The Treasurer shall have custody of all funds of said Association, shall keep an account of all monies received and paid out and shall render a report at each annual meeting and at other times, at the request of a majority of the Board of Governors. Said Treasurer may sign checks for said Association and, when necessary and proper, shall endorse on behalf of said Association all notes, checks and other receivables requiring such endorsement and shall deposit the same to the credit of said Association in such bank(s) as said Board of Governors may designate. At the close of each fiscal year the Treasurer shall prepare such financial and other statements showing the income and expense during each fiscal year and shall make full report, for such fiscal year, of the financial operations of said Association for presentation to the Board of Governors. This includes providing a copy of the bank statements to substantiate the Treasurer's report. Said Board of Governors may appoint an attorney-at-law as counsel for said Association and authorize payment to such attorney for services rendered.

Section 12. Authority. The Board of Governors is empowered to perform the following functions: (1) to buy, sell, lease, mortgage, hold or own such land or personal estate as its purposes may require (2) to appoint and remove police officers, constables or other such forms of security to act within the limits of said Association, who shall have the powers within said limits for the purpose of making arrests or issuing tickets for violations of any regulation or by-law of said Association or any law; (3) to clean and improve any and all ditches, drainage pipe or catch basins and to care for the beaches and waterfronts; (4) to build, repair and improve roads, streets or avenues and sidewalks within the limits of said Association; (5) to remove garbage, filth, soil, debris, leaves and other refuse material within said limits and to authorize such person or persons as said Board may designate to make entry of any private property within said limits for the purpose of taking and removing such garbage, filth or other refuse material; (6) to appoint one or more building inspectors; (7) to restrict the right of entry on the property of said Association except upon the roads, streets or avenues, and to promote the planting of trees and shrubbery and other work leading to the improvement of the community as described in Section 3; (8) to enact by-laws or ordinances for the following purposes: (a) to regulate travel over the roads, streets or avenues within the limits of said Association, when, in the opinion of said Board, the free and unrestricted use of said roads, streets or avenues may become dangerous or inconvenient; (b) to keep roads, streets or avenues and all public places within the limits of said Association quiet and free from noise; (c) to

regulate the parking of motor vehicles; (d) to require owners or lessees of land or buildings within the limits of said Association to remove garbage, filth, soil, debris, leaves and other refuse material or obstructions from the streets, roads or avenues adjacent to or in front of property owned, leased or occupied by them; (e) to prevent the deposit upon property within the limits of said Association of refuse, garbage or waste material of any kind, which, in the opinion of said Board may endanger the public health or safety or become a nuisance; (f) to protect any property from danger by fire, including the regulation of the number of residences and structures that may be erected or placed on a single building lot within said limits; (g) to adopt, modify and enforce a building code; (h) to regulate and limit the carrying on within the limits of said Association of any business that will, in the opinion of said Board, be prejudicial to public health or dangerous to, or constitute an unreasonable nuisance to those living or owning property in the vicinity thereof, which regulations shall be uniform for each class or kind of buildings or structures, or class of business in accordance with the Town of Old Lyme Zoning Regulations; (i) to regulate peddling as provided for the towns under the general statutes of the State of Connecticut; (j) to fix a reasonable penalty for each violation of any such by-law, ordinance or regulation. The penalties may be recovered in an action brought for the purpose in the name of the Association before any court having jurisdiction, for the use and benefit of said Association.

No by-law, ordinance or regulation enacted by said Board of Governors shall take effect until fourteen (14) days after its passage by the Membership of said Association at an annual meeting or a meeting so warned for that purpose. Membership shall be notified of such passage by a posting on said Association's website and bulletin board located within boundaries of said Association within seven (7) days of such passing. A certificate of the Secretary of said Association of the posting of any by-law or ordinance as provided herein shall be prima facie evidence of such posting.

Unless otherwise provided herein, all actions taken by the Board of Governors of the Association shall be decided at a meeting thereof by the vote of a majority of the Governors present at such meeting at which a quorum exists. A quorum shall consist of the attendance in person of a majority of the then sitting members of the Board of Governors.

Section 13. Budget. The Board of Governors shall prepare and submit to said Association at each annual meeting a budget and recommended tax rate for the purpose of and based upon such budget necessary to operate said Association. The tax rate shall not exceed seven (7) mills on the dollar on the total value of real estate within the limits of said Association as shown by the last-completed Grand List of the Town of Old Lyme. The budget and tax rate shall be posted on said Association website and bulletin board located within boundaries of said Association not less than ten (10) days before such annual meeting. The Members of the Association shall have the power to decrease such budget and rate of taxation recommended by said Board but in no case shall the Members have the power to increase the budget and rate of taxation. The rate of taxation so recommended by said Board shall be final unless decreased by the Members of the Association at such annual meeting. Said Board shall appoint a Tax Collector (or shall designate said Association's Treasurer as the Tax Collector) to collect such taxes, and a rate book shall be made out and signed by the Treasurer of said Board of Governors on or before the second Saturday in July in each year, and warrants may be issued for the collection of money due on the tax rate bill, pursuant to the provisions of section 1813 of the general statutes (as amended).

Section 14. Association Taxes. Written notice of the rate of such tax and of the amount apportioned to each Member of said Association shall be sent by the Tax Collector on or before the first day of August following the annual meeting and such tax shall be due and payable within thirty (30) days of the mailing date of the tax notices, and, if such tax not be paid when due, it shall bear interest at the rate of eighteen percent (18%) per annum (1.5% per month) from the date when it was so payable. The Tax Collector shall have all the powers of collectors of town taxes and shall pay over the taxes as soon as collected to the Treasurer of said Association. Each such tax, if not paid when due, shall be a lien upon the property

upon which it shall be imposed and may be collected by suit in the name of said Association by foreclosure of such lien. Such lien may be continued by certificate, which shall be recorded in the land records of the Town of Old Lyme, pursuant to the provisions of the general statutes relating to the continuance of tax liens.

Section 15. Tax Abatement. The Board of Governors shall have the power to abate any tax if any taxable property shall be destroyed by fire or the elements prior to the date when such tax shall become due. Said Board of Governors shall have the power to set up a tax payment plan for any Member in good standing who has come upon difficult times financially upon written proof by the Member of such crisis to be provided to said Board within thirty (30) days of the tax mailing. Said Member will be charged interest on any unpaid taxes due at the rate established in Section 14. The terms and conditions of such a tax payment plan will provide for the curing of all tax debt and interest due within a period not to exceed two (2) years from the tax due date.

Section 16. Quorum. Twenty (20) voting Members (as described in Sections 4, 5 and 6) of said Association shall constitute a quorum.

Section 17. Nuisance. The Board of Governors shall, within said limits, identify all nuisances and sources of filth which in its judgment, may be injurious to the public health of the inhabitants of said Association or may render the occupation of any dwelling within said Association undesirable. Said Board may notify by mail all persons, which in its judgment, are responsible for causing or maintaining any such nuisance. Said Board shall order and, if the same shall not be abated as ordered said Board may abate the same and recover the expense thereof from any person so causing or maintaining the same, by an action in the name of said Association. Each such expense, if not paid, shall be a lien upon the property with collection as per Section 14, Association Taxes.

Section 18. Sale of Liquors. The direct or indirect sale of spirituous and intoxicating liquors or other alcoholic beverages within the limits of said Association is prohibited.

Section 19. Appeal. Any person aggrieved by any order, regulation or act of said Association, its officers or agents, shall have the right of appeal to the Court of Common Pleas for New London County or to a judge of said court in vacation, by petition setting forth the reasons of appeal to which shall be annexed a citation to said Association, which shall be served upon its President or Secretary within five (5) days after the issuance or refusal to issue any such order, regulation or act and shall be returnable to said court of judge within five (5) days after the service of such petition. Said court or judge shall review the facts and enter a decree thereon. Costs may be taxed as in any civil action. During the pendency of any such appeal such order, regulations or acts, or refusal to grant the same, shall remain in full force and effect until set aside or vacated by decree of said court of judge.

Section 20. Subrogation. If any By-law or regulation adopted by The Miami Beach Association shall conflict with any valid ordinance of the Town of Old Lyme, the ordinance of said Town shall prevail. Any tax lien levied by said Town of Old Lyme on property within the limits of said Association shall have priority over any lien for taxes levied on the same property by said Association.

Section 21. Regulation of Water. The Board of Governors for said Association, upon the affirmative vote by a simple majority of the total number of voting Members of the Association (as described in section 6) at a meeting duly warned for this specific purpose, shall be authorized to (1) purchase the property of any existing water company and after such purchase, to operate a water supply system for the domestic use and fire protection of the inhabitants of said Association; (2) make contracts of such water supply with any person or corporation having the right to furnish water within the limits of said Association; (3) construct, install and maintain water mains, pipes, hydrants or reservoirs within the limits

of said Association; (4) make use of any lands and of the ground or soil under any private street, road or avenue for the purpose of installing and maintaining such pipes and mains in such a manner as to least damage the owner's property and to least obstruct or impede travel thereon, causing all damage to be repaired and all damage sustained by any person or corporation by reason thereof or in consequence of the interruption of travel to be paid to such person or corporation; (5) regulate the distribution and use of such water and to establish the prices to be paid thereof.

Section 22. Charter Revision. The Charter for said Association shall take effect upon its adoption by 15% of the voting Members (as described in Section 6) at a special meeting duly warned for this purpose.