

**ARTICLES OF ASSOCIATION  
OF THE  
LAKE RAPONDA ASSOCIATION, INC.  
(Amended as of July 10, 2022)**

We, the subscribers, of full age, hereby associate ourselves together as a Corporation under the laws of the State of Vermont to be known by the name of

THE LAKE RAPONDA ASSOCIATION, INC.

for the purpose of providing for the welfare of the residents of the Lake Raponda Community and protection to the inhabitants and property owners on said Lake Raponda, and adjacent thereto; to undertake such projects as will promote the social welfare and civic betterment of the property owners of Lake Raponda, so-called; to promote the environmental health of the area adjacent to Lake Raponda and preservation of Lake Raponda.

A. For which purpose the corporation will have the following powers:

1. To acquire by gift, grant, devise or purchase, such real or personal property as may be necessary to accomplish its purpose and to buy, sell, encumber, mortgage, hold, manage and dispose of property and rights therein and to borrow money.
2. To enter into contracts and agreements, to engage, employ, retain or procure services and assistance necessary to carry on its business.
3. To have a corporate seal and to perform all duties and other lawful acts which are necessary and proper to accomplish its purpose.

B. The affairs of the corporation shall be managed and conducted as follows:

1. The membership shall consist of any person or persons owning real estate on the Lake or immediately adjacent thereto all as defined by the bylaws. No more than two (2) members from the same property interest shall be entitled to a membership. Each member shall be entitled to one (1) vote on all corporate affairs, providing his or her membership is in good standing.
2. The Officers of the association shall consist of a President, Vice President, Clerk and Treasurer and such other officers as the membership may, from time to time, determine proper. The first officers may be determined by the incorporators at their first annual meeting and are to hold office until their successors are chosen. Except as aforesaid, all officers shall be elected at an annual meeting of the members as defined in the bylaws and shall hold office until their successors are elected and qualified, unless

sooner removed by a majority vote of the members present. Vacancies in any office, including Clerk, may be filled at any special meeting of the members, called for that purpose.

3. The annual meeting of the members for the election of Officers and other Trustees and transaction of all business shall be held on a date as defined in the bylaws. Special meetings may be called at any time by the President or Clerk, or upon written request from any three of the members. In case of the absence of both the President and Clerk, any Trustee may call a special meeting.
4. The Officers of the Corporation may appoint such *ad hoc* committees as they deem useful and appropriate to conduct the business of the Corporation.
5. The principal office shall be located at Lake Raponda, Wilmington, in the County of Windham in the State of Vermont.
6. The Capital stock shall consist of: NONE
7. The Officers, together with the immediate Past President of the Corporation, and other Trustees elected as described in the By-laws, shall constitute the Board of Trustees.
8. The members shall have the power to formulate any amendments to the By-laws not inconsistent herewith for the conduct of corporate affairs. Said By-laws may be amended by a two-thirds (2/3) vote of the members at any meeting providing that the amendment has been submitted to the membership in writing at least twenty (20) days prior to the vote and the membership is provided an opportunity for discussion of any proposed amendment pursuant to proper notice of such meeting, as described in By-laws.
9. The annual dues shall be determined at each annual meeting. Notices of dues payment dates and amounts will be sent to members by mail or electronic mail pursuant to the By-laws. Assessments may be voted by two-thirds (2/3) of the members present at any meeting. If the dues are not determined at the annual meeting, the Trustees shall determine the dues.
10. This corporation is not organized for profit and shall have no capital stock. No corporate member, trustee, or officer shall participate or benefit directly or indirectly in any earnings, profits or other funds of the corporation except that compensation for services may be contracted for and awarded by the members.

11. Dissolution: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS code or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

This corporation shall exist forever or until its existence is terminated according to law.

Originally adopted July 15, 1962. Amended as of July 10, 2011 and additional amendments as of July 10, 2022.

I certify that I am the Clerk of the Corporation and the above constitutes an accurate copy of the amended Articles of Association following adoption of amendments a duly noticed meeting on July 10, 2022, by the Members and Directors/Trustees of the Corporation.

Attest: \_\_\_\_\_  
Andrea Glenn, Clerk