

BY-LAWS OF GOVERNOR'S ISLAND CLUB, INC.

(As amended July 16, 2022 and February 16, 2023)

ARTICLE I

General

Section 1. Corporation. Governor's Island Club, Inc. is a New Hampshire corporation formed on October 18, 1940 (the "Corporation"). The purpose of the Corporation is the administration and management of assets and interests related to the Homesites and improvements thereupon owned by the Shareholders or the Corporation and located upon Governor's Island and partly on nearby land in Laconia. All Shareholders shall be bound by these By-Laws and any amendments thereto.

Section 2. Definitions. Certain terms used in these By-Laws have been defined in the Declaration and, when used herein, shall have the same meaning as set forth in the Declaration, unless the context clearly indicates a different meaning therefore.

Section 3. Registered Agent. The Registered Agent of the Corporation is Wescott Law, P.A., or an attorney of same, with a registered office of 28 Bowman Street, Laconia, New Hampshire. In the event of a conflict between this provision and the information on file with the Secretary of State – Division of Corporations, the latter shall control.

Section 4. Governing Law. The Corporation is formed under and subject to the laws of the State of New Hampshire, particularly RSA Chapter 293-A, the Business Corporation Act (the "Act"), and shall operate in accordance with these laws, as may be amended from time to time.

Section 5. Fiscal Year. The fiscal year shall begin upon the first day of May, or any other day as the Board of Directors, in its sole discretion may determine.

ARTICLE II

Directors

Section 1. Directors Generally. The Board of Directors shall consist of at least five (5) and up to nine (9) Directors. The Board of Directors shall be elected by majority vote of the Shareholders entitled to vote and present in person or by proxy at the Annual Meeting, as further provided in these By-Laws. Directors shall serve three (3) year terms.

Section 2. Director Vacancies; Salary. In the event a vacancy occurs in the Board of Directors, the remaining Directors, by majority vote, may elect a person to fill the vacancy for the unexpired term. The Directors shall receive such salary as the Shareholders may determine by majority vote.

Section 3. Role. The Directors shall have those duties and powers granted by law and as set forth in these By-Laws. Except as otherwise set forth therein, the Directors shall have the management and direction of all affairs of the Corporation. The Directors shall establish and enforce proper procedures and rules regarding all restrictive covenants on Shareholders' property subject to the Declaration, the stock of the Corporation, and the property of the Corporation.

Section 4. Nominations. Each year, it shall be the duty of the Board of Directors, acting directly or through a Committee which the Board may appoint, to nominate candidates for election to the Board of Directors to succeed those whose terms expire. Shareholders shall be advised by letter of the nominations of the Board of Directors no later than six weeks before the Annual Meeting. Shareholders collectively owning at least twenty-five percent (25%) of the issued and outstanding shares of the Corporation may submit written nominations for candidates for the Board of Directors for inclusion in the notice of the Annual Meeting and to be elected thereat. Such nominations by Shareholders must be submitted in writing, over the signatures of those making the nominations, and must be delivered by certified mail, return receipt requested, to the President or a Director no later than 15 days following the mailing of the Board's notice of the Board's nominees for election to the Board of Directors.*

*Amended
7/16/2022

Section 5. Shareholders as Directors. Each Director must be an owner of stock in the Corporation, alone or jointly with others, or be the spouse of such owner, and the real property, or his or her interest therein, on which his or her stock ownership in the Corporation is based must be subject to the Declaration.

Section 6. Informational Letter. The Board of Directors shall issue an informational report to the Shareholders no less than twice per year. The Treasurer shall issue a status report on financial matters of the Corporation no less than twice per year. The information provided at the Annual Meeting shall satisfy one of the reporting obligations for both the informational report and the financial report.

Section 7. Indemnification. To the fullest extent permitted by law, including but not limited to Section 8.51, et seq. of the New Hampshire Business Corporation Act (RSA 293-A:8.51, et seq.), the Corporation shall indemnify its officers, directors, trustees, employees and agents from and against any and all of the expenses, liabilities or other matters referred to or described in said sections or elsewhere, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Articles of Incorporation, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The right of reimbursement for liabilities and expenses so imposed or incurred shall include the right to receive such reimbursement in advance of the final disposition of any such action, suit or proceeding upon the Corporation's receipt of an undertaking by or on behalf of such director or officer to repay such amount of it shall be ultimately adjudicated that he or she is not entitled to be indemnified by the Corporation pursuant to law or these By-Laws. Neither the amendment

nor repeal of this Section, nor the adoption of any provisions of the Articles of Agreement inconsistent with this Section, shall eliminate or reduce the effect of this Section with respect to any matter occurring, or any cause of action, suit or claim that, but for this Section would accrue or arise, prior to such amendment, repeal or adoption or an inconsistent provision.

Section 8. Limitation on Liability. No Director shall be personally liable to the Corporation or its Shareholders for monetary damages for any breach of fiduciary duty by such Director as a Director. Notwithstanding the foregoing sentence, a Director may be liable to the extent provided by applicable law (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violations of RSA 293-A:8.33 (Unlawful Distributions), or (iv) for any transaction from which the Director derived an improper personal benefit. Neither the amendment nor repeal of this Section, nor the adoption of any provisions of the Articles of Incorporation inconsistent with this Section, shall eliminate or reduce the effect of this Section with respect to any matter occurring, or any cause of action, suit or claim that, but for this Section would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Section 9. Resignation of Director. A Director may resign at any time by delivering written notice to the President or the Executive Secretary. A resignation is effective when the notice is delivered, unless the notice specifies a later effective time and the Board of Directors accepts such effective date.

Section 10. Removal of Director by Shareholders. The Shareholders may remove any Director by a two-thirds (2/3rds) vote with or without cause at any Annual or Special Meeting of the Corporation, provided that notice of the removal proceeding is given to all Shareholders and the interested Director, and said Director is afforded an opportunity to be heard prior to any vote by the Shareholders.

Section 11. Removal of Director by Board. The Board of Directors may remove a Director for cause, including but not limited to, a Director's dishonesty, willful misconduct, breach of fiduciary duty, refusal to recuse himself or herself on a matter that poses a conflict of interest, violation of or failure to perform the duties of a Director as set forth by state law or the By-Laws, or a material violation of the By-Laws or the Declaration of Covenants and Restrictions that is injurious to the Corporation or the Board of Directors. The removal of a Director must be approved by a two-thirds (2/3rds) vote of the entire Board of Directors, except for the interested Director, at a Regular Meeting or a Special Meeting of the Board called for that purpose; provided, however, that the Director for whom removal is sought shall receive a 10-day written notice of such proposed action and shall be afforded an opportunity to be heard prior to any vote by the Board.

Section 12. Term Limits. A Director shall not be eligible to be elected to more than two full consecutive terms. A Director who has served two consecutive terms will again be eligible for Board service two years after the expiration of his or her most recent board service. Notwithstanding the foregoing provisions, the Board may propose any Director for election to

one or more additional term by a two-thirds (2/3rds) vote of the entire Board of Directors, except for the interested Director, at a Regular Meeting or a Special Meeting of the Board called for that purpose.

ARTICLE III

Powers and Duties of the Board of Directors

Section 1. All Powers. The Directors shall have the powers and duties specifically conferred upon them by the Act, the Articles of Agreement, and these By-Laws, each of which may be amended from time to time, as well as all other powers legally available to them and necessary for the administration of the affairs of the Corporation, unless specifically restricted by the Articles of Agreement or these By-Laws. Without limiting the generality of the foregoing, the powers and duties of the Directors shall include, but not be limited to the ability to:

- (a) Manage and direct all affairs of the Corporation.
- (b) Administer and enforce the Declaration, the Articles of Agreement, and the By-Laws consistent with their terms, including the power to act on behalf of all Owners in matters of common concern through the promulgation of rules and otherwise.
- (c) Make and collect regular and special assessments upon Owners and use the proceeds of such assessments to defray the costs of the Corporation, provided, however, that if any costs to the Corporation are necessitated by the negligence of the Owner or occupants of a Homesite, the cost thereof shall be specially assessed to the Owner of that Homesite. Special assessments may also be levied against an individual or sub-group of Shareholders as appropriate, including but not limited to, incidents in which extra-ordinary expenses are incurred by the Corporation due to the actions of such Shareholder(s).
- (d) Enact fee schedules and collect such fees and assessments as the Board deems necessary and appropriate relative to Corporation matters. Said fees may cover items including but not limited to, building application fees, facility fees, new owner fees for Homesite purchases, and stock transfer fees.
- (e) Provide for the acquisition, construction, management, maintenance, and care of the property of the Corporation.
- (f) Pay taxes and assessments against any part of the Corporation's property.
- (g) Carry insurance for the protection of the Corporation against casualties and liabilities, including, but not limited to, fire insurance with extended coverage endorsements, public liability insurance policy or policies, and Workmen's Compensation Insurance as required by law or as the Board may determine.
- (h) Employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Corporation, including, but not limited to, legal and accounting services.

- (i) Provide for any emergency repairs to any property or Homesite necessary to prevent damage to other parts of Governor's Island.
- (j) Invest, borrow or expend money, including the execution of all related agreements necessary to do same, that the Board deems necessary or in the best interest of the Corporation. The officers are specifically authorized to commit the Corporation to abide by those provisions of a loan document requiring the Corporation to levy upon members a special assessment in the event such is necessary to satisfy the repayment obligations of the loan.
- (k) Secure the payment of any obligations of the Corporation by mortgage, pledge, indenture or other agreement relative to any or all of the Corporation's property, whether now owned or hereafter acquired, as the Board deems necessary or in the best interest of the Corporation.
- (l) Contract for all items referred to in this Article. This right to contract on behalf of the Corporation shall be exclusive to the Directors and Officers of the Corporation.

Section 2. Property for the Benefit of the Shareholders. All funds and the title to all property, real or personal, acquired by the Corporation, and the proceeds thereof, shall be held for the benefit of the Shareholders and actions taken with respect to this property shall be authorized by the Board.

Section 3. Prudent Person Rule. The Directors shall conform to the "Prudent Person Rule," as commonly understood under New Hampshire law, and all investments made or loans or obligations undertaken shall require the consent of a majority of the Board.

ARTICLE IV

Officers

Section 1. Officers Generally. The Officers of the Corporation shall consist of a President, Treasurer, Executive Secretary and Recording Secretary. The Corporation may have such other officers as the Directors in their discretion may appoint. All officers shall be elected by the Directors at their first meeting held after the Shareholders' Annual Meeting and shall remain in office until their successor(s) have been elected and qualified. Any two or more offices may be held by the same person. The President, any Vice President(s), and Treasurer must be an owner of stock in the Corporation, alone or jointly with others, or be the spouse of such owner, and the real property, or his or her interest therein, on which his or her stock ownership in the Corporation is based must be subject to the Declaration.

Section 2. President. The President shall have general charge of the affairs of the Corporation. He or she shall have supervision over and direction of all employees of the corporation and shall see that their duties are properly performed. He or she shall sign all bonds, obligations, or other contracts in the name of the Corporation. He or she shall preside at the meetings of the Board of Directors. He or she shall have power from time-to-time to employ clerks or agents and fix their salaries, but this power shall at all times be subject to the approval of a majority of the Board of Directors.

Section 3. Vice President. A Vice President shall perform the duties of the President in his or her absence due to disability, or at other times when requested by the President because of his or her contemplated absence, and shall perform such other duties as the Directors may prescribe.

Section 4. Treasurer. The Treasurer shall be responsible for the receipt and disbursement of the funds of the Corporation, and shall deposit all monies received to the credit of the Corporation in an account or accounts designated by the Board of Directors. He or she shall sign all checks drawn on the account or accounts of the Corporation, shall keep accurate accounts of all receipts and disbursements. Specific functions and proceedings of the Treasurer shall be established by the Directors in writing. The Treasurer shall be bonded in such amount as the Directors may from time-to-time determine. The corporation books shall be audited annually under the direction of the Board.

Section 5. Executive Secretary. The Executive Secretary shall be the resident agent of the Corporation and shall attend all regular and special meetings of the Shareholders and shall keep a true record of all proceedings. He or she shall keep an original or a true copy of the Articles of Agreement and records of Annual Meetings of the Corporation in the registered office of the Corporation in the State of New Hampshire. The Executive Secretary, in conjunction with the Recording Secretary, shall see that all notices are duly given to Shareholders in accordance with these By-Laws or as required by law. He or she shall perform such other duties as the Directors may prescribe. He or she shall be a resident of the State of New Hampshire.

Section 6. Recording Secretary. The Recording Secretary shall attend all regular and special meetings of the Board of Directors and shall keep a true record of all proceedings thereof. The Recording Secretary shall maintain a register of the addresses of each Shareholder. The Recording Secretary, in conjunction with the Executive Secretary, shall see that all notices are duly given to Shareholders in accordance with these By-Laws or as required by law. He or she shall perform such other duties as the Directors may prescribe.

Section 7. Resignation or Removal of Officer. An Officer may resign at any time by delivering written notice to the President or the Executive Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. If a resignation is made effective at a later time and the Board of Directors or the President of the Board accepts the future effective time, the Board may fill the pending vacancy before the effective time, so long as the Board provides that the successor does not take office until the effective time. An Officer may be removed from his or her position, with or without cause, by a majority vote of the Board.

ARTICLE V

Meetings of the Directors

Section 1. Regular Meetings. The Directors shall meet at such times and places as may be agreed upon by them, but not less than quarterly for regular meetings.

Section 2. Special Meetings. Special Meetings of the Board of Directors may be held at a time and place within the State of New Hampshire when called by the President or by two or more Directors: (a) upon written notice of the date, time, place, and purpose of the meeting being mailed to each Director, at his or her usual place of residence or business, not less than ten (10) days before the day of such meeting; (b) upon notice of the date, time place, and purpose of the meeting being provided in-hand, by telephone, or by e-mail not less than four (4) days before the date of such meeting; or (c) at any time without call or formal notice, provided all the Directors are present. Alternatively, a Director may waive notice by a writing filed with the records of the meeting. Any meeting held without prior notice at which a majority of the Directors are present shall be legal if the absent Director(s) subsequently assent in writing to the recorded proceedings of the meeting.

Section 3. Executive Session. The Board of Directors and/or Committees of the Corporation may hold an executive session only during a regular or Special Meeting of the Board or Committee, respectively. An executive session may be held for reasons including, but not limited to: (a) consult with the Corporation's attorney; (b) discuss existing or potential litigation, mediation, arbitration, or administrative proceedings; (c) discuss labor or personnel matters; or (d) discuss contracts, lease, or other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of such matter(s) would place the Corporation at a disadvantage or if public knowledge would violate the privacy of any person, as determined by the Board of Directors or Committee, respectively.

Section 4. Quorum of Directors. A quorum of the Board of Directors shall be deemed present if a majority of all duly-elected Directors then serving are present at the meeting in any manner authorized by these By-Laws. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, unless the Articles of Incorporation or these By-Laws require the vote of a greater number of Directors.

Section 5. Attendance at Meetings. The Board of Directors may permit any or all Directors to participate in a regular or Special Meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all participants may simultaneously hear and speak with each other during the meeting. A Director participating in a meeting in a manner that satisfies these criteria shall be deemed to be present in person at the meeting.

Section 6. Action Without Meeting. Action required or permitted to be taken by the Board of Directors may be taken without a meeting if the action is taken by unanimous consent of all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VI

Meetings of the Shareholders

Section 1. Annual Meeting. The Annual Meeting of Shareholders shall be held within the Town of Gilford, at such place, and at such time in July or August as may be determined by the Board of Directors or by the President if the Board of Directors shall fail to designate such time and place. Notice of the Annual Meeting shall comply with the provisions set forth in these By-Laws.

Section 2. Special Meetings. A Special Meeting of the Shareholders may be called by the President or by a majority of the Board of Directors. A Special Meeting of the Shareholders shall also be called if Shareholders collectively owning at least twenty-five percent (25%) of all issued and outstanding shares of the Corporation submit a written request to the Executive Secretary containing the time, place, and topic(s) for consideration at the Special Meeting. Such written request must be delivered by certified mail, return receipt requested, to the Executive Secretary. The Executive Secretary shall submit said written request to the Board of Directors. The Board shall call a Special Meeting of the Shareholders within thirty (30) days of the Executive Secretary receiving a proper request by the requisite percentage of Shareholders. Only matters described in the meeting notice may be considered at a Special Meeting.*

*Amended
7/16/2022

Section 3. Notices. Unless waived in writing by those Shareholders entitled to vote, each Shareholder must be provided with written notice of each Annual Meeting and Special Meeting of the Shareholders. This notice shall be sent to the Shareholders no fewer than ten (10) nor more than thirty (30) days before the meeting date. The Annual Meeting notice shall contain the action(s) to be taken; proxies, if applicable; and the candidates for the Board of Directors. The record date for determining the Shareholders entitled to notice of and to vote at an Annual or Special Meeting of the Shareholders is the date such notice is sent.

Section 4. Quorum. At any meeting of the Shareholders, the presence in person or by proxy at the beginning of such meeting of Shareholders holding at least twenty-five percent (25%) of the Shareholders' total voting power, shall constitute a quorum, but less than a quorum may transact business if Shareholders holding fifty percent (50%) of the voting power not present subsequently assent to the decisions made at said meeting by signing a copy of the minutes thereof to be filed with the records of the Shareholders. When a quorum is present, unless otherwise provided in these By-Laws, a majority of the Shareholders' total voting power present in person or by proxy shall decide any business brought before the meeting. If a quorum is not met for an Annual Meeting, the Board of Directors shall reschedule the Annual Meeting and provide appropriate notice and proxies for the rescheduled meeting.

Section 5. Virtual Attendance at Meetings. A Shareholder may participate in the Annual Meeting or any Special Meeting by means of remote communication, including but not limited to telephonic or videoconference communications, as may be determined feasible by the Board

of Directors; provided, however, that such means of remote communications must allow each remote Shareholder and all other participants present at the meeting to simultaneously hear and speak to each other during the meeting. Each remote Shareholder participating in a meeting in a manner that satisfies these criteria shall be deemed to be present in person at the meeting.

Section 6. Proxies. A proxy must be written, list the name of the person who is to vote, and be signed and dated by the Shareholder granting such proxy. Electronic communication of a proxy must contain or be accompanied by information from which the recipient can determine the date of transmission and that the transmission was authorized by the Shareholder. A proxy is effective when a signed appointment of proxy form or an electronic transmission of the appointment is received by the officer or agent of the Corporation authorized to tabulate votes. A proxy is not revocable except by actual notice by the Shareholder to the person presiding over the meeting to which the proxy applies. Any proxy that purports to be revocable under any other terms is void. A proxy shall terminate automatically upon the adjournment of the first meeting held on or after the date of that proxy.

Section 7. Electronic Communications.

(a) Shareholders may advise the Board that they desire to receive notices of Annual and Special Meetings of the Shareholders, as well as copies of agendas and proxies, by electronic means.

(b) Any Shareholder who wishes to be able to receive items from the Corporation electronically shall provide the Board with written authorization, plus a copy of the e-mail address or addresses to be used.

(c) It shall be the responsibility of the Shareholder to advise the Board in the event of a change of e-mail address.

(d) If a Shareholder is unable to be present at any Annual or Special Meeting of the Shareholders, the Shareholder may e-mail a signed proxy to the Board at the e-mail address designated by the Board for that purpose.

(e) A person who submits a proxy electronically shall be deemed “present” for all purposes at any Annual or Special Meeting of the Shareholders, including the quorum and voting on the matters set forth in the Proxy.

ARTICLE VII

Sales of Land; Common Use of Property

Section 1. Approval for Sale of Common Property. No inland land on Governor’s Island owned by the Corporation shall be sold or otherwise disposed of unless previously approved by the Shareholders at an Annual Meeting or Special Meeting by a three-fourths (3/4ths) vote of the Shareholders represented at the meeting in person or by proxy.

Section 2. Common Use of Property. Property owned by the Corporation shall be for the common use and benefit of Shareholders, subject to those terms, limitations, and restrictions as may be imposed by the Board.

ARTICLE VIII

Stock

Section 1. Form of Certificates. If Share Certificates are used, they shall be in such form as the Board of Directors may prescribe, show the restrictions and information required by statute, and be signed by the President, Vice President, or Treasurer. Provided, however, that stock may be issued without certificates and need not be signed by an Officer.

Section 2. Common Stock. All capital common stock of the Corporation may be issued and allotted in such amounts and proportions and disposed of for such lawful considerations as shall be determined by the Directors from time-to-time. Each Share of common stock shall be entitled to one vote.

Section 3. Stock with Corporate or Multiple Owners. In cases where stock is owned by a corporation, a trust, a partnership, or three or more individuals, the Executive Secretary of the Corporation shall be notified in writing, by a properly authorized representative of the Shareholder, the name of the individual designated to exercise the vote on behalf of the Shareholder(s). Such written notice must be received by the Executive Secretary prior to the beginning of the first meeting at which the individual intends to exercise his or her vote. The designated individual will continue to hold the sole right to vote on behalf of the Shareholder unless and until a new individual is designated in a manner consistent with this Section. If an individual is not designated to vote on behalf of a Shareholder and votes are cast for those share(s) at a meeting, such casting of votes shall be deemed affirmation by the individual that he or she has the authority to do so. If no individual is designated to vote on behalf of a Shareholder and more than one individual casts votes for the same share of stock the following policy shall be implemented: (1) if the votes cast on the matter at issue are the same, the vote will count; and (2) if the votes cast on the matter at issue are different, the votes will be void on such matter, but the Shareholder will still be deemed "present" for purposes of establishing quorum.

Section 4. Corporation's Re-Purchase of Stock. Except as specifically set forth in this Article, shares that were issued or transferred to one or more persons, a corporation, trust, partnership or other entity because of the acquisition of title to real property which was originally part of Governor's Estates shall, upon the sale or transfer by the owner of said real property, be resold by the Shareholder to the Corporation for the same price which was paid to the Corporation at the time of the purchase of said Shares. Shares which are not resold by the Shareholder to the Corporation shall be null and void upon the Shareholder's transfer of ownership interest in the real property with which such shares are associated. This restriction shall be shown on all Shares issued after the adoption of this By-Law.

Section 5. Transfers of Stock. No stock shall be henceforth issued or transferred on the books of the Corporation to anyone who is not the owner of real property originally part of Governor's Estates, or of any interest therein, and whose real property has not been made subject to the provisions of the Declaration by such owner or owners subscribing to said Declaration by an assent in writing. Transfers that do not comply with this Section shall be null and void and of no effect.

Section 6. Permitted Assignments of Stock. Subject to the terms of this Section, a Shareholder owning real property subject to the Declaration (i.e., a Homesite, as defined in the Declaration) that transfers an ownership interest in the Homesite in a manner consistent with one of the following categories may assign his or her shares to the new Owner of the Homesite rather than selling those shares back to the Corporation:

- (a) Transfer of a deceased joint tenant's interest to the surviving joint tenant;
- (b) Transfer of a deceased's interest to a devisee by will or to heirs-at-law under intestacy laws;
- (c) Transfer of the property to a trust for the benefit of the grantor or members of the grantor's family;
- (d) Gift of the property;
- (e) Transfer of an interest in the property to a former spouse pursuant to a final decree of divorce;
- (f) Transfer of an interest in the property in which there is a unity of ownership as set forth in RSA 78-B:2, XXI or XXII.

In the event of such a transfer, the Shareholder shall notify the Executive Secretary and complete such stock assignment documents and pay such stock assignment fees as may be determined by the Board from time to time.

Assignment of stock as set forth in this Section shall not be permitted for Shareholders whose real property with which the stock is associated is not subject to the Declaration. Transfers or assignments of stock that do not comply with the provisions of this Article shall be null and void.

Section 7. Close of Transfers. The stock ledger of the Corporation shall be closed to transfers as of the record date for notices as determined in Article VI, Section 3.

ARTICLE IX

Service Charges, Postings, Rules, and Fines

Section 1. Annual Service Charge. The Directors shall determine the annual service charge, also known as an annual assessment, for the ensuing fiscal year no later than ninety (90) days after the first day of the fiscal year, and bills therefore shall be mailed promptly by the Treasurer or his/her authorized agent to all Shareholders. The annual service charges, or any

other assessments, shall be due and payable no later than sixty (60) days after the date of the bill rendered therefore.

Section 2. Fee for Late Payment. If any Shareholder shall neglect, for a period exceeding sixty (60) days, to make payment of any bill rendered by the Corporation, s/he shall no longer be entitled to receive services from, nor to use facilities provided by the Corporation. Any Shareholder who has not paid all fees and assessments within ninety (90) days after the bill for such fees and assessments is mailed shall be assessed a quarterly penalty in such amount as determined by the Directors until all fees and assessments are paid in full.

Section 3. List of Shareholders in Arrears. It shall be the duty of the Treasurer to prepare and maintain a list of all Shareholders whose indebtedness to the Corporation has remained unpaid for more than sixty (60) days, and the amounts thereof. This list may be considered by the Directors at their meetings and shall be made available upon request by a Shareholder.*

Amended
2/16/23

Section 4. Rules and Regulations; Violations. The Directors shall adopt and enforce Rules and Regulations with respect to the use of Corporation's property and facilities. If a Shareholder, after written notice, shall continue to violate such Rules and Regulations, deed restrictions, or shall fail to subscribe to the Declaration, such Shareholder shall be subject to such fines and use restrictions as set forth in the Corporation's Rules and Regulations. Any violating Shareholder remains obligated to perform other Shareholder requirements including abiding by all Rules and Regulations, as applicable, including payment of all dues and assessments, which shall continue to accrue until brought into Good Standing (as defined herein). The Board shall maintain a list of Shareholders who have been deprived of rights and privileges, which shall be made available upon request by a Shareholder. Nothing herein, however, shall be interpreted to deprive a Shareholder of any rights specifically granted by deed.*

Amended
2/16/23

Section 5. Good Standing. "Good Standing" is defined as no existing assessments, fines, or other sums more than sixty (60) days overdue to the Corporation. A Shareholder must be in Good Standing to vote at an Annual Meeting or Special Meeting of the Shareholders.

Section 6. Legal Action. A Shareholder shall be responsible for all costs and fees, including but not limited to attorneys' fees, expended by the Corporation in a collection action and/or to enforce any of the provisions of the Declaration, these By-Laws, or the Corporation's Rules or Regulations.

Section 7. No Waiver. The failure of the Board to enforce any of the terms, covenants, conditions, or restrictions in the Declaration, By-Laws, or Rules and Regulations, or to exercise any right contained therein, shall not be construed a waiver of the Board's rights in the future. The Corporation's acceptance of payment of any sum owed by a Shareholder with knowledge of a breach by that Shareholder of any provision of the Declaration, By-Laws, or Rules and Regulations, shall not be deemed a waiver of such breach.

ARTICLE X

Corporate Records

Section 1. Held by Executive Secretary. The record of organization or an attested copy thereof and of all amendments thereto, a copy of the By-Laws with reference on the margin to all amendments thereof, and a true record of all meetings of the Shareholders, shall be kept by the Corporation in the custody of its Executive Secretary within the State of New Hampshire.

Section 2. Stock Records. The stock ledger of the Corporation shall be maintained by the Executive Secretary or as may be determined by the Board of Directors.

Section 3. Open to Inspection. All records, accounts and papers of the Corporation shall be open to the inspection of every Shareholder therein at reasonable times and for legitimate purposes; and such portions thereof as have any relation to an overdue and unpaid demand shall similarly be open to the inspection of the creditor and his or her attorney.

ARTICLE XI

Amendments

Section 1. Amendments by Shareholders or Directors. These By-Laws may be altered, amended or repealed either: at the Annual Meeting or any Special Meeting of the Shareholders by a majority vote of the outstanding Shares entitled to vote; or by majority vote of the Board of Directors at any regular or Special Meeting of the Board, unless otherwise provided by law. The substance of the proposed amendment shall be given in the notice of the meeting.

Section 2. Petition for Amendment. Each year, Shareholders collectively owning at least twenty-five percent (25%) of the issued and outstanding shares of the Corporation may submit proposed amendments to the By-Laws or other matters to be included in the agenda of and to be acted upon at the Annual Meeting of the Shareholders. To be included in the notice of the Annual Meeting, such amendments and/or other matters must be submitted in writing, over the signature of those proposing the same, and must be delivered by certified mail, return receipt requested, to the President or to a Director not later than June 1 preceding the Annual Meeting.*

*Amended
7/16/2022

ARTICLE XII

Notice

Section 1. Notices. Whenever notices are required to be sent hereunder, the same shall be sent:

- (a) To Shareholders. To the Shareholders by electronic or regular mail at the e-mail or mailing addresses each Shareholder has designated to the Board of Directors. If a Shareholder does not designate an address, the Corporation shall deliver notices by

hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of the residence within Governor's Island.

- (b) To the Corporation. To the Corporation by mail at P.O. Box 7165, Gilford, New Hampshire, 03247.
- (c) Deemed Sent When Mailed. All notices shall be deemed and considered sent when mailed or e-mailed, as the case may be.
- (d) Change of Place of Notice. A Shareholder may change their address for notice by sending written notice of same to the Corporation. The Corporation may change their address for notice by sending written notice of same to all Shareholders and posting the change of address on the Corporation's website.

Section 2. Form and Content of Notice. Notices shall comply with and be interpreted under the Act, including but not limited to RSA 293-A:1.41, as may be amended.

ARTICLE XIII

Miscellaneous

Section 1. Severability. The invalidity of any part of these By-Laws shall not impair or affect, in any manner, the validity, enforceability, or effect of the balance of these By-Laws, the Declaration, Articles of Incorporation, or Rules and Regulations of the Corporation.

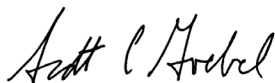
Section 2. Gender. The use of the masculine gender herein shall be deemed to include the feminine and neutral gender, and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 3. Interpretation. The provisions of these By-Laws shall be liberally construed to effectuate the purpose of creating a uniform plan for the development and operation of Governor's Island.

Section 4. Headings. The headings contained herein are for convenience only and shall not in any way affect the meaning or interpretation of the By-Laws.

Amended and Restated By-Laws approved as of May 25, 2022 and further amended by shareholders on July 16, 2022.

Further amendments to By-Laws approved by the Board of Directors on February 16, 2023.



Scott Goebel, President



Allison Ambrose, Secretary