

BY-LAWS
Of the
EATON HARBORS CORPORATION

(As Amended October 21, 2010)

ARTICLE I
MEETING OF STOCKHOLDERS

Section 1. ANNUAL MEETING: The Annual meeting of stockholders of the Corporation shall be held at such place on Eaton's Neck, Township of Huntington, Suffolk County, N.Y., as designated by the Directors on the Third Saturday in May of each year at 10am. The Secretary shall ensure that a notice be mailed through the post office, and posted on the Corporation website, at least ten days before such meeting. The postal mailing shall be addressed to each stockholder at the last address appearing in the records of the Corporation. The notice shall contain the location of the meeting as designated by the Directors, and an agenda that shall include an account of financial condition of the Corporation, a summary of activities undertaken during the year, and a tally of the proxies received. A majority of the stock present in person or by proxy at the Annual Meeting shall constitute a quorum. In case a quorum shall not be present, the Annual Meeting shall be adjourned to a future date, and the current Board of Directors shall continue to serve until a quorum is reached, at which time the Annual Meeting shall resume in order that new Directors take office in accordance with the Declaration as to Stock, and the annual meeting will then be deemed closed.

Section 2. MONTHLY DIRECTORS' MEETINGS: Monthly meetings of the Board of Directors shall be held on the third Thursday of each month in each year at 8pm at such place on Eaton's Neck, Township of Huntington, Suffolk County, N.Y., as designated by the Directors, except that no meeting shall be held in the month of December. The Secretary shall ensure that a notice be mailed through the post office, and posted on the Corporation website, at least three days before regularly scheduled monthly meetings. The postal mailing

shall be addressed to each stockholder at the last address appearing in the records of the Corporation. The notice shall contain the location of the meeting as designated by the Directors, as well as a monthly financial statement of accounts, and minutes from the last monthly Directors' meeting.

Section 3. SPECIAL MEETINGS: A Special Meeting of the stockholders may be called by the Board of Directors at any time, and shall be called by them whenever the owners of one-fifth or more of the stock of the Corporation make application to that effect to the Board of Directors in writing, requesting that such a meeting be held. The Secretary shall ensure that a notice be mailed through the post office, and posted on the Corporation website, at least five days before a special meeting. The postal mailing shall be addressed to each stockholder at the last address appearing in the records of the Corporation. The notice shall contain the location, date, and time of the meeting as designated by the Directors, and shall be held on Eaton's Neck, in the Town of Huntington, County of Suffolk, NY.

ARTICLE II METHOD OF ELECTION

Section 1. ELECTION OF DIRECTORS: At each Annual Meeting, the seven persons receiving a plurality of votes, cast in accordance with the provisions of the Declaration as to Stock, shall constitute the Board of Directors of the Corporation. The term of office of each Director shall be until the next Annual Meeting, or until a successor is duly elected by a quorum of shareholders and the Annual Meeting deemed closed.

Section 2. VACANIES: A vacancy on the Board of Directors may be filled by a majority vote of the remaining Board members at any meeting thereof.

ARTICLE III OFFICERS

Section 1. NUMBER OF OFFICERS: The officers of the Company shall be a President, Vice President, Secretary, and Treasurer. They shall be chosen annually by a majority vote of the Board of Directors immediately after the election of each new board. They shall hold office until their successors are duly chosen and qualified by a quorum of shareholders at the next Annual Meeting.

**ARTICLE IV
DUTIES OF OFFICERS**

Section 1. THE PRESIDENT:

The President shall:

- (a) Preside at the meetings of the Board and of the stockholders.
- (b) Prepare and distribute an agenda for the Annual Meeting and Monthly Board of Directors' Meetings.
- (c) Prepare a summary of activities undertaken during the year for the Annual Meeting.
- (d) Sign all certificates of stock, contracts, agreements, leases, deeds, and mortgages.

Section 2. THE VICE PRESIDENT:

- (a) The Vice President shall perform all the duties of the President in case of the absence or disability of the President.

Section 3. THE SECRETARY:

- (a) The Secretary shall ensure that minutes of the meetings of the Board of Directors and stockholders are recorded; shall cause notice of all meetings to be given; shall be custodian of all records and of the seal and affix the latter when required; shall keep the stock and transfer books; shall ensure that certificates required by statute are properly kept and filed according to law.

Section 4. THE TREASURER:

- (a) The Treasurer shall ensure that all moneys belonging to the Corporation are recorded and forthwith deposited with a bank designated by the Board; shall ensure the payment of all bills, and shall, each year, be responsible to have the financial records audited by an independent third party selected by the board; shall render an account of financial condition of the Corporation for disclosure at the Annual Meeting. Lastly, the Treasurer shall prepare the proposed road and general fund budgets and present same to the Board of Directors no later than the April Monthly Meeting of Directors every year, so that said budgets may be mailed in proxy form to all shareholders for consideration by May 15th as mandated in the Declaration as to Stock.

ARTICLE V

Section 1. TEMPORARY OFFICERS: In the case of the continued absence or inability to act by any officer of the Board, the Directors may appoint any other member of the Board to fill the Position of such officer temporarily until such absence or inability shall cease.

ARTICLE VI

Section 1. INSPECTOR OF ANNUAL PROXY AND ELECTION: In May of every year, the Board shall appoint one or more shareholders of the corporation to serve as the inspector(s) of the annual proxy and election. The inspector(s) shall tally the proxies and votes for Directors in preparation for the Annual Meeting. The inspector(s) shall announce the results once a quorum has been reached. Any candidate for Director may request an audit of the results, and such audit shall take place in open session as the first order of business, at the next monthly or special meeting of the Board.

No sitting director shall be eligible to act as an inspector, or a candidate for Director whose name appears on the annual proxy.

Section 2. Administrator: The Board may hire a person to serve as an Administrator of the corporation to perform various administrative and clerical duties. The duties of an Administrator must be clearly defined, and put in the form of a written contract that is approved by a majority of the Board, and signed by both the candidate for the position and the President. Officers of the Corporation may delegate certain responsibilities and duties (as detailed in Article IV, Sections 1 thru 4) to the Administrator with the approval of a majority of the Board.

Section 3. Committees: The Board of Directors may create standing committees composed of shareholders, and delegate decision making authority to said committees from time to time to perform specific tasks. These committees will have a Chairperson who shall serve in an ad hoc advisory role to the Board of Directors, and make regular reports to the Board at Monthly Meetings.

ARTICLE VII

Section 1. THE SEAL: The seal of the corporation shall be as follows:

ARTICLE VIII

Section 1. CERTIFICATE OF STOCK: The certificates of stock shall be numbered in the order in which they are issued. They shall exhibit the holder's name and the number of shares. They shall be signed by the President or Vice President, and countersigned by the Secretary or Treasurer, with the seal of the Corporation affixed.

Section 2. TRANSFER OF STOCK: In accordance with the Declaration, stock shall be transferred with the land, and a new certificate issued within 30 days of transfer.

ARTICLE IX DIVIDENDS

The Board of Directors shall by vote declare dividends on the stock of the Company from the surplus profits of the Company whenever in their opinion the condition of the Company's affairs will render it expedient for such dividends to be declared.

ARTICLE X CHECKS, NOTES, ETC.

All notes, drafts, bills of exchange, acceptances, cashier's checks, orders for the payment of money, and any other instruments for the withdrawal of funds, shall be signed by two (2) Directors of the Company.

ARTICLE XI NOTICE

Whenever a notice is required by statute or by these bylaws to be given to the stockholders or directors, or to any officer of the Company, personal notice is not required unless expressly so stated; and any notice shall be deemed sufficient if given by postal mailing addressed to the parties entitled thereto, at their last known address, as it appears on the books of the company.

**ARTICLE XII
FISCAL YEAR**

The fiscal year of the Company shall begin on the first day of June in each year, and end on the last day of May each year in accordance with the Declaration as to Stock.

**ARTICLE XIII
ASSESSMENTS AND ARREARS**

Assessments shall be mailed in the month of April each year, and shall be paid no later than July 1st of each year, as mandated in the Declaration as to Stock, after which time unpaid assessments automatically become a lien upon the land on July 1st, and a personal obligation of the shareholder. The Board shall ensure that a "Notice of Lien" is placed on all properties with unpaid assessments with the Clerk of Suffolk County no later than August 1st each year, and a list of said shareholders with amounts due is to be presented at the Annual Meeting and made part of the record. In so far that the Declaration clearly states that arrears "shall" be subject to a 16% interest penalty, the Board shall not enter into any amnesty arrangement or settlement to reduce the interest owed and mandated by the Declaration. The only permissible exception for a reduction in interest is for a legitimate legal settlement to dismiss a claim or court action involving damages between the corporation and the shareholder that may have caused a shareholder to withhold payment of assessments pending a resolution of the issue.

**ARTICLE XIII
AMENDMENTS**

These by-laws may be altered, amended, repealed or added to by:

- 1) The stockholders by an affirmative vote of two-thirds of the whole capital stock at any annual meeting of said stockholders or at any special meeting called expressly for that purpose, provided that a written notice shall have been sent to each stockholder of record at least five days before the date of such annual or special meeting, which notice shall state the proposed changes or additions.
- 2) By the Board of Directors at a meeting provided that at 30 days notice of intention to move the proposed amendments or changes at such

meeting shall have been given to each director, and the proposed changes shall receive the affirmative vote of at least a majority of all the directors of the Company.

Approved on this 21st day of October, 2010 by the Directors of the EATON HARBORS CORPORATION who have set forth their signatures below:

Edward A.T. Carr, President

Joseph DeRosa, Vice President

Paul Rittenhouse, Treasurer

Stelanie Poalillo, Secretary

Douglas Whitcomb, Director

Steven Hershenhorn, Director

Barbara Raisch, Director