

BY-LAWS
of
EATON HARBORS CORPORATION
(As Amended on March 18, 2021)

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 per the Declaration as to Stock. The Secretary shall ensure that a notice be mailed through the United States 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 and an account of financial condition of the Corporation. 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 at such adjourned date a quorum is reached, at which time the Annual Meeting shall resume in order that new Directors can be elected and take office in accordance with the Certificate of Incorporation, 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 7:30 pm at such place on Eaton's Neck, Township of Huntington, Suffolk County, N.Y., or otherwise agreed upon 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 United States Post Office, or via e-mail as per stockholder instructions, and posted on the Corporation website, at least three days before regularly scheduled monthly meetings. The postal mailing or e-mail notification shall be addressed to each stockholder at the last mailing or e-mail 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 United States 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 Certificate of Incorporation, 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 Corporation 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 reconcile and audit regular books of account and vouchers of all moneys received and disbursed; shall ensure the payment of all bills, and shall, each year, render an account of financial condition of the Corporation for disclosure at the Annual Meeting. Lastly, the Treasurer shall prepare the proposed budget and present same to the Board of Directors no later than the April Monthly Meeting of Directors every year, so that said budget may be mailed in proxy form to all shareholders for consideration by May 5th 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. A. CANDIDATES & BALLOTS: The board shall notify shareholders no less than sixty days prior to the scheduled date of the election (Annual Meeting). Notification will include a reminder that all persons are eligible to serve on the board, and that any persons who wish to appear on the printed ballot must notify the board Secretary no later than 30 days before the scheduled election.

Section 1. B. INSPECTOR OF ANNUAL PROXY AND ELECTION: No later than seven days before a scheduled election, the Board shall appoint two residents and/or shareholders of the corporation to serve as the inspector(s) of the annual proxy and election. Election inspectors:

- Must not be a candidate on the current ballot;
- Must not be related to or be a business partner of any candidate on the ballot;
- Must be at least 18 years of age;
- Must not reside in the same household as any candidate;

Section 1.C. ELECTION PROCEDURES:

- The inspector(s) shall tally the proxies and the votes for Directors in preparation for the annual meeting using EHC
- computer hardware and will be on-site at the annual meeting.
- The inspector(s) shall announce the results once a quorum has been reached.
- A full recount will be conducted if requested by any candidate, or requested by five or more shareholders, or if the margin between winning and losing candidates is less than 3 votes.

- The recount shall be conducted by a person who meets all of the Election Inspector criteria in 1.B but is not one of the current Election Inspectors.
- All ballots shall be preserved in electronic format in perpetuity. Additionally, physical ballots shall be retained until the succeeding election is completed after which time they can be disposed.

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. The Board shall purchase bonding insurance to mitigate financial exposure if the duties include access to the corporation's funds. A member of the Board may serve as Administrator.

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 receiving notice of said transfer, subject to any administrative transfer fee established by the Board.

ARTICLE IX DIVIDENDS

The Board of Directors shall by vote declare dividends on the stock of the Corporation from the surplus profits of the Corporation whenever in their opinion the condition of the Corporation'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 Corporation.

**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 Corporation, 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 Corporation.

**ARTICLE XII
FISCAL YEAR**

The fiscal year of the Corporation 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 May each year, and shall be due on June 1st of each year and payable without penalty by July 31, as mandated in the Declaration as to Stock, after which time unpaid assessments automatically become a lien upon the land on June 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 sooner than September 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.

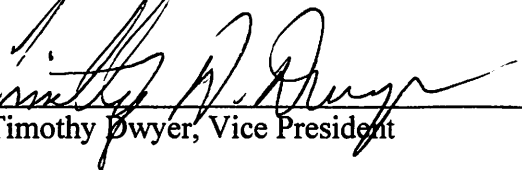
**ARTICLE XIV
AMENDMENTS**


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

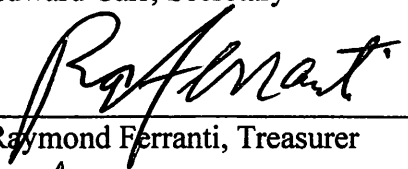
- 1) The stockholders by an affirmative vote of two-thirds of the whole capital stock at any annual meeting of said stockholders or at any special meeting called expressly for that purpose, provided that a written notice shall have been sent to each stockholder of record at least five days before the 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 least three days' previous 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 Corporation.

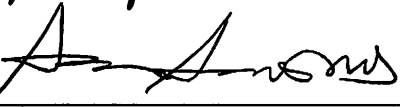
Amendments Approved by The Board of Directors on March 18, 2021

By: 
Amy Abrie, President

By: 
Timothy Dwyer, Vice President

By: 
Edward Carr, Secretary

By: 
Raymond Ferranti, Treasurer

By: 
Angela Andretta, Director

By: 
Angelo DiGangi, Director

By: 
Margaret Law, Director