

BY-LAWS
OF
BRISTOL HARBOUR VILLAGE ASSOCIATION, INC.

ARTICLE I

Definitions

1.01 "Association" shall mean the BRISTOL HARBOUR VILLAGE ASSOCIATION, INC.

~~1.02 "Owner" shall mean and refer to any record title owner in fee simple, other than the Association or the Developer, of any "Unit" or "Development" within the "Property", as hereinafter defined, whether such ownership be of a 100% interest in a Unit or Development or less.~~

SEE AUGUST 2008
AMENDMENT
SEC. 1.02

1.03 "Unit" shall mean and include:

- (i) any lot within the Property, the improvement of which is restricted to a single family residence;
- (ii) any unit in any condominium within the Property for which a Condominium Declaration has been filed; and any parcel of land within the Property improved by an attached single-family dwelling or an attached duplex dwelling.

1.04 "Development" shall mean and include any parcel of land assessed by the Town of South Bristol within the Property improved by any utility service, commercial or private recreational facility such as, but not limited to, a waste water treatment plant, water filtration system, or electricity generating substation, hotel, motel, clubhouse, golf course, marina, retail store, restaurant, or multiple residential facility not organized as a condominium or cooperative

or other entity organized and operated for the purpose of making residential dwelling units available to its shareholders or members.

1.05 "Developer" shall mean South Bristol Resorts, LLC, its successors and assigns.

1.06 "Member" shall mean an Owner or the Developer.

1.07 "Property" shall mean and refer to the real property described in the Certificate of Incorporation of the Association, and after any annexation, such additional lands as may be annexed thereto in the manner prescribed in that certain Declaration and Agreement of Covenants, Easements, Charges and Liens made the 18th day of November, 1971, by Bristol Recreation Systems, Inc. with the Association and recorded in the Ontario County Clerk's Office on November 19, 1971 in Liber 715 of Deeds, page 572, as it may be amended from time to time.

1.08 "Certificate" shall mean the Certificate of Incorporation of the Association filed with the Secretary of State of the State of New York on July 16, 1971, as amended and restated from time to time.

ARTICLE II

Voting Members and Voting Rights

2.01 Voting Members: Every Owner shall, upon becoming such, be a Member of the Association and entitled to vote on all matters properly coming before the membership for approval as provided herein. The Developer shall be a Member of the Association so long as it owns, in fee simple, record title to any land, improved or unimproved, within the Property and shall be entitled to vote on all matters coming before the membership for approval as provided herein.

2.02 Votes of Members:

- A. Each Owner shall be entitled to one (1) vote, regardless of the number of Units or Developments such Owner owns.
- B. The Developer shall be entitled to the number of votes equal to the number of full assessments which the Developer is obligated to pay to the Association from time to time pursuant to Amendment 3 to the Declaration recorded in the Ontario County Clerk's Office on February 10, 1982 in Liber 810 of Deeds, page 551, not in any case, however, to exceed twenty-seven (27) votes at any time.
- C. Notwithstanding the foregoing, any Member who is in violation of the Restrictions of the Association contained in the Declaration, as determined by the Board of Directors, or who is delinquent in the payment of dues to the Association or any assessment or special assessment assessed against such Member's Unit or Development as shown on the books of the Association, shall not be entitled to exercise his, her or its vote until such Member has cured such violation or delinquency.

2.03 Record Date: For the purposes of determining the Members entitled to notice of or vote at a membership meeting, the Board of Directors may fix a date of record which shall be not more than fifty (50) and not less than ten (10) days before the meeting date.

2.04 Annual Meetings: The Association shall hold an annual meeting of the Members for the election of Directors and the transaction of any business within the powers of the Association, at 10:00 o'clock a.m. on the first Saturday of October in each year or at such other time as the Board of Directors shall determine. Any business of the Association may be

transacted at an annual meeting without being specially designated in the notice, except as specifically required by law or these By-Laws. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

2.05 Special Meetings: At any time in the interval between annual meetings, special meetings of the Members may be called by the President or by a majority of the entire Board of Directors. Special meetings of the Members may also be convened by the Members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting, who may, in writing demand the call of a special meeting specifying the purpose of such meeting and the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such written demand. The Secretary of the Association upon receiving the written demand shall promptly give notice of such meeting, or if he or she fails to do so within five (5) business days thereafter, any Member who signed the demand may give such notice. In any case of a special meeting, only those items of business for which such meeting has been called may be transacted at that meeting.

2.06 Place of Meetings: All meetings of Members shall be held at the principal office of the Association in the Town of South Bristol, except in cases in which the notice thereof designates some other place; but all such meetings shall be held within the State of New York.

2.07 Notice of Meetings: Not less than ten (10) days nor more than fifty (50) days before the date of every membership meeting, the Secretary shall give to each Member entitled to vote at such meeting, written or printed notice stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, either by mail or by presenting it to him personally or by leaving it at his residence or usual place of business. If mailed, such notice shall be deemed to be given when deposited in the United States

mail addressed to the Member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, or actual attendance at the meeting in person or by proxy, shall be deemed equivalent to the giving of such notice to such persons. Any meeting of Members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement of the time and place to which such meeting is adjourned.

2.08 Quorum: Except as provided in Section 2.13 hereof, and unless otherwise provided in the Certificate, at any meeting of Members the presence in person or by proxy of Members entitled to cast one-third of the votes thereat shall constitute a quorum; but this section shall not affect any requirement under statute or under the Certificate of the Association for the vote necessary for the adoption of any measure. In the absence of a quorum, the Members present in person or by proxy, by majority vote or without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. When a quorum is once present, it shall not be broken by the subsequent absence or withdrawal of a Member or Members.

2.09 Votes Required: Except as otherwise provided elsewhere in these By-Laws, or in the Certificate, or under applicable law, a majority of the votes cast at a meeting of Members, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting.

2.10 Proxies: A Member may vote as such either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after

eleven (11) months from its date, unless otherwise provided in the proxy. Every proxy shall be in writing, subscribed by the Member or his duly authorized attorney, and dated, but need not be sealed, witnessed, or acknowledged.

2.11 List of Members: At each meeting of Members a full, true and complete list in alphabetical order of all Members entitled to vote in such meeting shall be furnished by the Secretary.

2.12 Voting: In all elections for Directors every Member shall have the right to cast his vote(s) in person or by proxy, for as many persons as there are Directors to be elected and for whose election he has a right to vote. At all meetings of Members, unless the voting is conducted by inspectors, the proxies and ballots shall be received, and all questions touching the qualifications of voters and the validity of proxies and the acceptance or rejection of votes shall be decided by the chairman of the meeting. If demanded by Members, present in person or by proxy, entitled to cast 10% in number of votes, or if ordered by the chairman, the vote upon any election or question shall be taken by ballot. Unless so demanded or ordered, no vote need be by ballot. Voting need not be conducted by inspectors of election unless requested by a Member or by the chairman of the meeting, and if requested, the chairman of the meeting will appoint the inspectors of election.

2.13 Action by Members Without Meeting: Any action required or permitted to be taken at any meeting of Members may be taken without a meeting, if a consent in writing, setting forth such action, is signed by all the Members entitled to vote on the subject matter thereof.

ARTICLE III

Board of Directors

3.01 Powers: The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors may exercise all the powers of the Association,

except such as are by statute or the Certificate or the By-Laws conferred upon or reserved to the Members. The Board of Directors shall keep full and fair accounts of its transactions.

3.02 Number of Directors: The Association shall have nine (9) directors, who shall constitute the Board of Directors. The Board of Directors shall be divided into three (3) classes designated as Classes I through III, each composed of three (3) Directors. The terms of each Class of Directors shall be staggered so that at each annual meeting of the Members, Directors shall be elected for only one Class, or to fill the unexpired term of any vacancy existing in any other Class of Directors. A Director, once elected as part of the Class being elected at a given annual meeting, shall hold office for three (3) years or until his successor shall have been elected and qualified. A Director shall be eligible to serve for three (3) consecutive terms of three (3) years each, and except as otherwise provided herein, at the end of the third consecutive term shall not again be eligible to serve as a Director until after the expiration of one (1) year. The foregoing notwithstanding, a Director who was initially elected to serve an unexpired term shall, upon completion of that term, be eligible to serve for three (3) additional consecutive three year terms, provided, however, that no person may serve as a Director for more than twelve (12) consecutive years.

3.03 Election of Directors: Directors shall be Owners of Units, and must be at least age 19 and have paid in full all fees assessed on their Units. At any meeting of Members, duly called and at which a quorum is present, the Members may, by the affirmative vote of two-thirds of the votes thereon cast at such meeting, provided that the affirmative votes cast in favor of such action shall be at least equal to the quorum, remove any Director or Directors from office with or without cause and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed Directors.

3.04 Vacancies: Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of Directors may be filled by a majority of the remaining members of the Board of Directors entitled to vote thereon although such majority is less than a quorum. A Director elected by the Board of Directors to fill a vacancy shall be elected to hold office until the next annual meeting of Members or until his successor is elected and qualifies.

3.05 Regular Meetings: After each annual meeting of Members, the Directors then elected shall meet as soon as practicable in executive session for the sole purpose of electing officers of the Association. Regular meetings of the Board of Directors shall be held on such dates and at such places as may be designated from time to time by the Board of Directors.

3.06 Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors. Special meetings shall be held at such place or places within the State of New York as may be designated from time to time by the Board of Directors. In the absence of such designation such meetings shall be held at such places as may be designated in the call.

3.07 Notice of Meetings: Notice of the place, day and hour of a special meeting shall be given to each director at least twenty-four (24) hours before the meeting, by delivering the same to him personally, or by sending the same to him by facsimile transmission or e-mail, or by leaving the same at his residence or usual place of business. Notice of the place, day and hour of a regular meeting shall be given to each Director two (2) days (or more) before the meeting, by delivering the same to him personally, or by sending the same to him by facsimile transmission or e-mail, or by leaving the same at his residence or usual place of business, or, in the alternative, by mailing such notice three (3) days (or more) before the meeting, postage prepaid, and addressed to him at his last known post office address, according to the records of the

Association. No notice of any meeting of the Board of Directors need state the business to be transacted thereat. No notice of any meeting of the Board of Directors need be given to any Director who attends, or to any Director who, in a writing signed by such Director and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

3.08 Quorum and Action by Directors at a Meeting: At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the Certificate, or by the By-Laws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the Directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at a meeting as originally notified.

3.09 Action by Directors without a Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all Directors of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or such committee.

3.10 Interested Directors and Officers: Any Director or Officer who has a personal interest in any entity with which the Association is contemplating a contract or other transaction shall disclose such interest to the Board of Directors, and shall not participate in deliberations, be

counted in determining a quorum, or be entitled to vote on such contract or transaction. Any such contract or transaction shall be at least as fair and reasonable to the Association as would otherwise be attainable. Failure to disclose such a personal interest shall be deemed a breach of the Director's or Officer's fiduciary responsibility to the Association and grounds for removal of such Director or Officer.

3.11 Contracts and Services. No contract, transaction, or act shall be taken on behalf of the Association if such contract, transaction, or act would result in the denial of the tax exemption of the Association under Section 503 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

Committees

4.01 Committees: The Board of Directors may by resolution provide for an Executive Committee and for such other or special committees as it deems desirable and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

ARTICLE V

Officers

5.01 Executive Officers: The Board of Directors shall choose a President from among the Directors, and a Secretary and a Treasurer who need not be Directors. The Board of Directors may choose one or more Vice-Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, none of whom need be a Director. Any two or more of the above-mentioned offices, except those of President and Secretary, may be held by the same person; but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument be required by statute, by the Certificate, by the By-Laws or by resolution of the

Board of Directors to be executed, acknowledged or verified by any two or more officers. Each such officer shall hold office until the organizational meeting of the Board of Directors after the annual meeting of Members next succeeding his election, and until his successor shall have been duly chosen and qualified, or until he shall have resigned or shall have been removed. Any vacancy in any of the above offices may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

5.02 President: The President shall preside at all meetings of the Members and of the Board of Directors at which he shall be present; he shall have general charge and supervision of the business of the Association, he may sign and execute, in the name of the Association, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Association; and, in general, he shall perform all duties incident to the office of a president of a corporation, and such other duties as are from time to time assigned to him by the Board of Directors.

5.03 Vice-Presidents: The Vice-President or Vice-Presidents, at the request of the President or in his absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice-President, the Board of Directors may determine which one or more of the Vice-Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors, the President may make such determination; otherwise any of the Vice-Presidents may perform any of such duties or exercise any of such functions. The Vice-President or Vice-Presidents shall have such other powers and perform such other duties as from time to time are assigned to him or them by the Board of Directors or the President.

5.04 Secretary: The Secretary shall keep the minutes of the meetings of the Members, of the Board of Directors and of any committees, in books provided for the purpose; he shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; he shall be custodian of the records of the Association; he shall see that the corporate seal is affixed to all documents the execution of which, on behalf of the Association, under its seal, is duly authorized, and when so affixed may attest the same; and in general, he shall perform all duties incident to the office of secretary of a corporation, and such other duties as from time to time are assigned to him by the Board of Directors or the President.

5.05 Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he shall render to the President and to the Board of Directors whenever requested, an account of the financial condition of the Association, and, in general, he shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as from time to time are assigned to him by the Board of Directors or the President.

5.06 Removal: Any officer or agent of the Association may be removed by the Board of Directors with or without cause, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

ARTICLE VI

Finance

6.01 Checks, Drafts, Etc.: All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Association shall, unless

otherwise provided by resolution of the Board of Directors, be signed by the President or a Vice-President and countersigned by the Treasurer or Secretary.

6.02 Annual Reports: There shall be prepared annually a full and correct statement of the affairs of the Association, including a balance sheet and a financial statement of operations for the preceding calendar year, which shall be submitted at the annual meeting of the Members and filed within twenty (20) days thereafter at the principal office of the Association in this State. Such statement shall be prepared by a certified independent auditing firm and presented by the Treasurer of the Association.

6.03 Fiscal Year: the fiscal year of the Association shall be the twelve (12) calendar months period ending December 31st of each year, unless otherwise provided by the Board of Directors.

ARTICLE VII

Sundry Provisions

7.01 Seal: The Board of Directors shall provide a suitable seal, bearing the name of the Association, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

7.02 Bonds: The Board of Directors may require any officer, agent or employee of the Association to give a bond to the Association, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

7.03 Indemnification: Any and every person made a party to any action, suit or proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person, his testator or intestate, is or was a Director or officer of the Association, or of any organization which he served as such at the request of the Association,

may be indemnified by the Association to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or Director has breached his duty to the Association. Any and every person made a party to any action, suit or proceeding other than the one by or in the right of the Association to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other organization of any type of kind, domestic or foreign, which any Director or officer of the Association served in any capacity at the request of the Association, by reason of the fact that such person, his testator or intestate was a Director or officer of the Association, or served such other organization in any capacity, may be indemnified by the Association, to the full extent permitted by law, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith for a purpose which he reasonably believed to be in the best interests of the Association and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

7.04 Amendments: Any and all provisions of these By-Laws may be altered or repealed and new by-laws be adopted at any annual meeting of the Members or at any special meeting called for that purpose duly called and at which a quorum is present, by the affirmative vote of two-thirds of the votes thereon cast at such meeting, provided that the affirmative votes cast in favor of such action shall be at least equal to the quorum. The Board of Directors shall have no authority to amend or repeal any By-Law adopted by the Members.

7.05 Gender. Whenever the context may require, any pronoun used herein shall include the corresponding masculine, feminine or neuter forms and the singular of nouns, pronouns and verbs shall include the plural and vice versa.

Amended October 1, 2004: Section 3.02 to change the number of directors from not less than three nor more than eleven to a fixed number of nine, and to reduce the number of directors in Classes IV and V by one (1) director each.

Amended October 1, 2004: Section 3.03 to change the vote required for removal of directors and election of their successors from the affirmative vote of a majority of members entitled to vote thereon to a majority of the votes cast at the meeting at which such vote is taken.

Amended October 1, 2005: Section 1.05 added to define "Developer", and Sections 1.04, 1.06, 2.01 and 2.02 amended to create a separate class of membership with different voting rights for South Bristol Resorts, LLC.

Amended October 1, 2005: Sections 1.06, 2.01 and 2.02 to clarify the definition of "Member", grant one vote per Member and eliminate any voting rights of tenants.

Amended October 1, 2005: Section 2.03 to establish a record date for membership meetings; Section 2.04 to specify first Saturday in October as the annual meeting date; Section 2.05 to clarify procedures for calling of special membership meetings.

Amended October 1, 2005: Section 3.02 to reduce the number of classes of Directors from five to three and establish term limits for Directors; Section 3.03 to require 2/3s of all votes cast at a membership meeting to remove a Director; deleted Section 3.09 (Director Compensation); Section 3.10 to clarify procedures for interested Directors and Officers.

Amended October 1, 2005: Article V (various sections) to remove the positions of Chairman of the Board, Assistant Officers and Subordinated Officers and to eliminate the payment of compensation of officers.

Amended October 1, 2005: Section 7.03 added to provide for indemnification of Directors and Officers.

Amended October 1, 2005: Section 7.04 (formerly Section 7.03) amended to require 2/3s of all votes cast at a meeting to amend the By-Laws.

AMENDMENT TO
BY-LAWS
OF
BRISTOL HARBOUR VILLAGE ASSOCIATION, INC.

ARTICLE I

Definitions

1.02. "Owner" shall mean and refer to any record title owner in fee simple, other than the Association, or the Developer, of any "Unit" or "Development" within the "Property", as hereinafter defined, whether one or more persons or entities.

Pursuant to By-Laws, Section 7.04, the Amendment was approved at a Meeting of the Members held August 9, 2008, at which a quorum was present by an affirmative vote in favor at least equal to the quorum.