

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

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02/13/2014


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Pursuant to 13-B MRSA §403, the undersigned incorporator(s) execute(s) and deliver(s) the following Articles of Incorporation:

FIRST: The name of the corporation is Cascade Falls Lot Owners Association

SECOND: ("X" one box only. Attach additional page(s) if necessary.)

The corporation is organized as a public benefit corporation for the following purpose or purposes:

The corporation is organized as a mutual benefit corporation for all purposes permitted under Title 13-B or, if not for all such purposes, then for the following purpose or purposes:
See Exhibit A attached hereto.

THIRD: The Registered Agent is a: (select **either** a Commercial or Noncommercial Registered Agent)

Commercial Registered Agent CRA Public Number: P10168

Lawrence R. Clough

(name of commercial registered agent)

Noncommercial Registered Agent

(name of noncommercial registered agent)

(physical location, not P.O. Box – street, city, state and zip code)

(mailing address if different from above)

FOURTH: Pursuant to 5 MRSA §108.3, the registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.

FIFTH: The number of directors (not less than 3) constituting the initial board of directors of the corporation, if the number has been designated or if the initial directors have been chosen, is three (3).

The minimum number of directors (not less than 3) shall be three (3) and the maximum number of directors shall be Nine (9).

SIXTH: Members: ("X" one box only.)

- There shall be no members.
 There shall be one or more classes of members and the information required by 13-B MRSA §402 is attached.

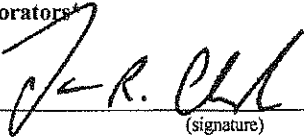
SEVENTH: (Optional) (Check if this article is to apply.)

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

EIGHTH: (Optional) (Check if this article is to apply.)

Other provisions of these articles including provisions for the regulation of the internal affairs of the corporation, distribution of assets on dissolution or final liquidation and the requirements of the Internal Revenue Code section 501(c) are set out in Exhibit A attached hereto and made a part hereof.

Incorporators*


(signature)

Lawrence R. Clough

(type or print name)

(signature)

(type or print name)

(signature)

(type or print name)

Dated February 12, 2014

Street 57 Stonybrook Road

(residence address)

Cape Elizabeth, Maine 04107

(city, state and zip code)

Street _____

(residence address)

Street _____

(residence address)

(city, state and zip code)

For Corporate Incorporators*

Name of Corporate Incorporator _____

By _____
(signature of officer)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

Name of Corporate Incorporator _____

By _____
(signature of officer)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

***Articles are to be executed as follows:**

If a corporation is an incorporator (13-B MRSA §401), the name of the corporation should be typed or printed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation, not the person signing the articles, certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to:

Secretary of State
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752 Email Inquiries: CEC.Corporations@Maine.gov

EXHIBIT A to
ARTICLES OF INCORPORATION FOR
CASCADE FALLS LOT OWNERS ASSOCIATION
(the "Association")

ARTICLE FIFTH:

Membership in the Association is generally governed by the Cascade Falls Lot Owners Declaration recorded or to be recorded in the York County Registry of Deeds as it may be amended from time to time in accordance with its terms (the "Declaration") with respect to property located in the City of Saco, Maine as identified in the Declaration (the "Property"). Capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration.

Capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration.

The Association shall have two (2) classes of Members, Class A and Class B, defined as follows:

(a) Class A Members. The Class A Members shall consist of the owners of each lot located in the Property upon which a single family dwelling has been constructed and for which a certificate of occupancy has been issued by the Town of Scarborough or which is in fact occupied for single family purposes for at least 10 days, and each such lot shall be eligible to hold one vote.

Initially there are no Class A votes. Once the Developer Control Period specified in the Declaration expires following the sale of 90% of all the single family lots approved by the Town of Scarborough that may be created in the Property (initially up to 125 lots), each eligible lot with Class A Members shall have one vote.

(b) Class B Member(s). The Class B Member(s) shall be the Declarant as defined in the Declaration. The Class B Member(s) shall have ten (10) Class B votes. The rights of the Class B Members shall include the right to approve actions taken under the Declaration and the Bylaws of the Association, are specified hereinafter and to appoint and remove the Members of the Board of Directors during the Developer Control Period established under the Declaration.

After termination of the Developer Control Period, the Class B Member shall have a right to disapprove actions of the Board of Directors, the Design Review Board and any committee, all until the Class B Membership terminates. The Class B Member may voluntarily relinquish any or all of the foregoing rights from time to time by an instrument signed by all Class B Members and recorded in the Cumberland County Registry of Deeds referring to these Articles of Incorporation.

Within the Class B Members, decisions shall be made by majority Vote if there is more than one Declarant. If there is more than one Class B Member, then the Class B Votes shall be allocated based on the ratio the number of single family Lots potentially

eligible to vote located on portions of the Property owned by such Declarant which may be created in accordance with the Master Subdivision Plan (even if a Lot consists only of an unimproved lot of land) to the total number of such residential dwelling Lots.

The Class B Membership shall terminate upon the earlier of:

- (i) sixty (60) days after the expiration of the Developer Control Period under the Declaration; or
- (ii) as of the specified effective date of when the Developer(s) surrenders its Class B Membership in whole or part as evidenced by an instrument signed by all Developers recorded in the Cumberland County Registry of Deeds specifically referring to these Articles.

The Developer at all times shall be entitled to cast the votes allocated to its Lots in any Neighborhood Association and act on behalf of the Association in the same manner as any other Member, even after the expiration of the Developer Control Period hereunder or under the Association's governing documents

ARTICLE EIGHTH:

Board of Directors. The affairs of the Association shall be governed by a Board of Directors.

Initially during the Developer Control Period as defined in the Declaration, the Board of Directors shall be composed of three (3) directors appointed by the Developer in its capacity as the Class B Member.

The Declarant shall have the right to appoint, remove and replace the Directors of the Association until the first meeting of Members following the conveyance of ninety percent (90%) of the all single family Lots that Declarant has the right to create within the Properties. Upon the expiration of the Developer Control Period, the Class A Voting Members shall then vote to elect the Board of Directors and the number of Directors shall be increased to a total of seven (7) directors. The number of directors may be changed by amendment to the Bylaws, subject to the limits as to the minimum and maximum number of directors set forth herein and further subject to the Declaration.