

**BY-LAWS
OF
EAGLE LAKE PROPERTY OWNERS INC.**

(A Not-For-Profit Corporation)

ARTICLE I

OFFICES

The principal office of the Corporation shall be located at the residence of the Secretary of the Corporation. The Corporation may also have offices at such other places within or without the State as the Board of Directors may determine.

ARTICLE II

MEMBERS

1. (a) Each parcel of property fronting on, having a right-of-way to, or abutting land fronting on Eagle Lake, exclusive of land owned by New York State, shall be entitled to one membership in the Corporation, that member to be the owner of record of the property or in the case of other types of record ownership, that member is to be selected from among the record owners of such property. Route 74 shall not be considered in determining abutting property.

(b) Any record owner of more than one parcel of property shall have only one membership in the Corporation.

(c) Said member shall agree to adhere to these By-Laws and pay the requisite fees, dues and assessments as adopted by the Corporation, and shall be known as a "Member in Good Standing". Said member has voting privileges.

(d) Any interested party, not a member, may become an Associate Member and is eligible to hold any office or position in the Corporation, except member of the Board of Directors, and as modified by Article IV 4a, by agreeing to adhere to these By-Laws and pay the requisite fees, dues and assessments as adopted by the Corporation. This classification of membership does not carry any voting privileges.

(e) The right or interest of a member shall not terminate except upon the happening of any of the following events: - death, resignation, expulsion, dissolution or liquidation of the Corporation, or subsequent failure to meet the eligibility requirements to be a member.

2. (a) The Annual Meeting of members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. The Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

(b) Annual or Special Meetings of members must be held within the County of Essex, State of New York. Any Annual or Special Meeting of members must be held at such place within the County of Essex, State of New York, as a vote of the members of the Corporation may from time to time fix.

(c) Annual or Special Meetings of members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law. Special Meeting of membership may be called upon the petition of five (5) members.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of officers, directors, and for the transaction of such other business as may properly come before the meeting. Notice of Special Meeting shall state the purpose for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or

after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of officers or directors, shall set forth any amendments to the By-Laws of the Corporation proposed by the Board of Directors, together with a concise statement of the changes made.

(e) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

3. At each Annual Meeting of members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of members.

4. (a) Meetings of the members shall be presided over by the following officers, in order of seniority - President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or a temporary Secretary of the Corporation shall act as Secretary of every meeting. When the Secretary is unavailable, the President shall appoint a Secretary of the meeting.

(b) The order of business at all meetings of members shall be as follows:

Roll Call.

Reading of the minutes of the preceding meeting.

Report of standing committees.

Officers' reports.

Old business.

New Business.

(c) All meetings of the Corporation shall be conducted as specified by the most recent published edition of Robert's Rules of Order.

5. (a) Every member may authorize another "Member in Good Standing", or another record owner of the same membership parcel to act for him by proxy in writing in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date. Such proxy may be rescinded at anytime in writing to the Secretary of the Corporation by the grantor. No member may hold more than two (2) proxies.

6. The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the results and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

7. Except as provided by law, a quorum shall consist of a minimum of 11 "Members in Good Standing", including proxies, at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors and officers, a majority of the votes cast shall elect. Except to the extent provided by law, all other

action shall also be by a majority of the votes cast. In the case of a tie, the deciding vote shall be cast by the Chairman of the Board of Directors.

8. The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

ARTICLE III

BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each director shall be at least 21 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of 6 persons, plus the President. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons elected by the members at the first Annual Meeting of members, held after the adoption of these By-Laws. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

3. Upon adoption of these By-Laws, pursuant to #2 above, six (6) directors shall be elected as follows: two for one year, two for two years and two for three years. Succeeding elections shall be for three year terms.

4. A director may serve two consecutive terms after which there must be an interval of at least one year before a director is eligible to serve again.

5. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

6. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board of Directors then in office, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, removal, or subsequent failure to meet the eligibility requirements to be a director, shall be elected to hold office for the unexpired term of his predecessor.

7. (a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirements for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

(d) A quorum of the Board of Directors shall consist of four members. If only a quorum is present at any Board of Directors meeting, a unanimous vote is mandatory in voting on any action up for decision by the Board. If the Board of Directors is diminished by future action, a unanimous vote is mandatory; if enlarged, a majority vote is mandatory.

8. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time.

9. The Corporation shall indemnify the Directors and officers of the Corporation pursuant to New York State Not-For-Profit Corporation Law Section 723.

10. The Board of Directors shall elect or appoint a Chairman of the Board of Directors.

11. The Chairman of the Board, shall preside at all meetings of the Board of Directors. If the Chairman is absent, any other director chosen by the Board, shall preside.

12. The Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV

OFFICERS

1. The membership shall elect a President, Vice-President, Secretary and Treasurer at the Annual Meeting of members, each to serve until the next annual meeting or until replaced. The officers, with the exception of the President, are not members of the Board of Directors but can and should be in attendance at meetings of the Board of Directors.

2. Any two or more offices may be held by the same person except the office of President and Secretary.

3. Each officer shall hold office until the Annual Meeting of members and until his successor has been duly elected and qualifies. The Board of Directors shall determine the duties and powers of each officer and may remove any officer with cause at any time.

4. (a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, shall carry out the resolutions of the Board of Directors, and shall be a voting member of the Board of Directors during his term of office.

(b) During the absence or disability of the President of the Corporation, the Vice-President shall have all of the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. Any two officers shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation. They shall also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors.

(d) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

5. (a) Any and all officers may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any officer thereof for cause only.

(b) An officer may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. All By-Laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose or at an annual meeting.

5. Any change in the By-Laws shall not become effective until approved by the membership at two separate meetings of the membership within twelve months.

6. (a) In this document, the name Eagle Lake Properties Owners "Incorporated" was changed to Eagle Lake Properties Owners "Inc.", to reflect the formal name contained in the original ELPOI Certificate of Incorporation. (DET 5/96 - ELPOI Secretary)

(b) In this document, the name Eagle Lake "Properties" Owners Inc. was changed to Eagle Lake "Property" Owners Inc., to reflect the name change/correction made in the ELPOI's '96 Certificate of Incorporation "Amendment" Document. (DET 9/12/96 - Former ELPOI Secretary)