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**RULES, ARTICLES OF ORGANIZATION, AND BY-LAWS
FOR THE
TOWER RIDGE PROPERTY OWNERS ASSOCIATION, INC.
OAK BLUFFS, DUKES COUNTY, MASSACHUSETTS**

STATEMENT OF PURPOSE

Every person by acceptance of a deed to land in Tower Ridge has agreed to be bound by certain restrictions, covenants, and conditions concerning the common lands and other matters. It is the purpose of the corporation to maintain, control, and preserve the residential community of Tower Ridge and provide the amenities for healthful living as desired by the members, and to carry out other purposes as set forth below and in the Covenants of Tower Ridge as recorded with the Dukes County Registry of Deeds at Book 395, pages 703-710.

NAME

The name of the corporation shall be Tower Ridge Property Owners Association, Inc.

ADOPTION

ARTICLE ONE

The adoption of these Rules, Articles of Organization and By-Laws requires the written assent of 21 owners or their designees who are members of Tower Ridge Community as defined in Article Three. The final version, as approved, shall be recorded at the office of the County Clerk, County of Dukes, and the Department of Corporations, Commonwealth of Massachusetts.

EFFECTIVE DATE

ARTICLE TWO

These rules shall become effective ten (10) days after all owners of record have been delivered a copy of the final version, as adopted, notwithstanding any objections that are raised as provided below.

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VOTING REQUIREMENTS

ARTICLE THREE

Section 1 -- Membership

The owner or owners from time to time of each Residence Lot shall be members of the corporation, and one membership of the corporation shall be appurtenant to each Residence Lot.

Section 2 -- Votes

In community decision-making there shall be one vote for each lot regardless of the number of owners having an interest therein. Fractional votes shall not be used. Methods for resolving disputed authority shall, if necessary, be adopted by the Board, except that no lot owner of Tower Ridge shall be denied a vote in community affairs.

Section 3 -- Quorum

At any meeting of members a quorum for the transaction of business shall consist of members, present in person or by proxy, having a total number of votes equal to a majority of the aggregate number of votes to which all the memberships in the corporation are then entitled, provided that less than such quorum shall have power to adjourn the meeting from time to time.

Section 4 -- Proxies

Representatives may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies shall be filed with the Secretary before being voted at any meeting or any adjournment thereof. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at the meeting specified therein and at any adjourned session of such meeting but shall not be valid after final adjournment of the meeting.

Section 5 -- Action at Meeting

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Actions of the members on any matter properly brought before a meeting shall require, and may be effected by, the affirmative vote of the Representatives having a total number of votes equal to a majority of the votes properly cast by members present in person or by proxy provided that such majority shall be at least a majority of the number of votes required to constitute a quorum for action on such matter except where a different vote is required by law, these Articles of Organization and By-laws. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present or represented at the meeting and entitled to vote in the election.

BOARD OF DIRECTORS

ARTICLE FOUR

Section 1 -- Composition

The Board of Directors shall consist of five members elected at the annual meeting, none of whom shall be required to meet any particular qualification for board membership. Each member shall serve for a two year term of office, beginning as set forth below, until they resign, or until they are removed by a 4/5 vote of the Board. Members may be reappointed at the end of their term. Any person appointed to replace another Board member shall serve such member's unexpired term.

Office One expires January 15, 1992

Office Two expires January 15, 1993

Office Three expires January 15, 1993

Office Four expires January 15, 1994

Office Five expires January 15, 1994

Section 2 -- Meetings

a. **Regular Meetings.** Regular meetings of the Directors may be held at such places and at such times as the Directors may determine.

b. Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the Chairman of the board of Directors (or if there be no such chairman, the president) or by two or more Directors.

Section 3 -- Call and Notice

a. Regular Meetings. No call or notice shall be required for regular meetings of Directors, provided that reasonable notice (i) of the first regular meeting following the determination by the Directors who were not present at the meeting at which such determination was made, (ii) specifying the purpose of any regular meeting at which interested persons or amendments of these by-laws are to be considered shall be given to each director, and (iii) shall be given as otherwise required by law, these Articles of Organization and By-Laws.

b. Special Meetings. Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, these Articles of Organization and By-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, or (ii) amendments to these By-laws.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. The above does not preclude the giving of notice in any other way reasonably suited to provide reasonable and sufficient notice of the meeting.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or

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to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 4 -- Quorum

At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 5 -- Action by Vote

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, or by these Articles of Organization and By-laws.

Section 6 -- Action by Writing

Any action required or permitted to be taken at any meeting of the Directors may be taken without meeting, if all the Directors consent to the action in writing and the written consents are filed with the records of the meeting of the Directors. Such consents shall be treated for all purposes as a vote of a meeting of the Board.

DUTIES OF THE BOARD OF DIRECTORS

ARTICLE FIVE

The Board shall have the obligation, subject to and in accordance with the Covenants, Articles, and By-Laws, to perform the following duties for the benefits of owners and lots and the residents of the Tower Ridge Community:

A. Operation of Community Areas. To provide for the operation and maintenance of all Common Lands and community areas and to keep all improvements in whatever

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kind in good order and repair; to maintain the roadways until such time as they are accepted by the Town of Oak Bluffs.

B. Payment of Taxes. To pay all real property taxes and assessments levied upon any property owned by the Community of Tower Ridge, except as contested by the Board.

C. Public Service. To contract or to provide (to the extent that a service is not provided by a public authority) security services, refuse disposal, snow removal, and such other services, facilities and maintenance activities of a public or quasi-public nature as may be necessary or desirable for the purposes of the Tower Ridge Covenants. In carrying out this section the Board may contract with any public authority or public body.

D. Insurance. To obtain and maintain in force such insurance as the Board and owners may deem necessary to protect the community from fire and liability losses, or to obtain and maintain such fidelity and other bonds as the Board shall deem appropriate to protect the Community.

E. Other. To incorporate as a non-profit Massachusetts Corporation as provided in MGL c. 180 by filing an agreement of association with the Secretary of the Commonwealth and paying the required fees. The Corporation shall carry out all appropriate duties of the Corporation set forth in the Tower Ridge Road Maintenance Provisions, Covenants, Articles, and By-Laws.

POWERS OF THE BOARD OF DIRECTORS

ARTICLE SIX

The Board shall perform and do any and all acts which may be necessary or proper for or incidental to the exercise of any of the express powers of the Board, or for the peace, health, comfort, safety, or general welfare of any community members, subject only to such limitations upon the exercise of such powers as are set forth in the Articles, By-laws, and Covenants of Tower Ridge. Without limiting the foregoing provisions, the Board shall have the power and authority at any time to:

A. Levy Assessments. Within the limits provided below, the Board shall levy an annual (or quarterly) fee for each landowner and enforce payments of such assessments as provided in Article Ten.

B. Extend and Convey Easements. Easements under and over community property areas and Common Lands for such improvements as walkways, park areas, installation of cables or other devices for the transmission of electricity, telephones, cable television, or for similar public or quasi-public purposes, shall be conveyed to any third-party by action of the Board.

C. Issue Rules for Comment and Adoption. Rules governing, among other things, use of Common Lands and community areas may be adopted from time to time subject to confirmation at an annual meeting and the recordation requirement in Section D. Said rules may include parking restrictions and limitations, limitations upon vehicular travel, and restrictions on the landscaping or other improvements on any property which can obstruct the view of landowners or motorists or which create any hazard for vehicular or pedestrian traffic.

D. Recordation of Rules. The record of the actions of the Board, including rules as they may be adopted, amended, or repealed, shall be mailed or otherwise delivered to each owner and occupant of Tower Ridge, and may, but need not, be filed and recorded. Upon mailing or other delivery said rules shall have the same force as if they were set forth were a part of the Tower Ridge Covenants.

E. Fairness Requirement. Rules and restrictions shall be even-handed and shall not discriminate among members of the Tower Ridge Community and shall be adopted with due process

OFFICERS

ARTICLE SEVEN

Section 1 -- Enumeration

The officers of the corporation shall be a President, a Treasurer, a Secretary and such Vice Presidents, Assistant Secretaries and other officers as may from time to time be determined by the Directors. The Board may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Articles of Organization and By-laws.

Section 2 -- Election and Vacancies

The President, Treasurer and Secretary shall be elected annual by the Directors at their first meeting following the annual meeting of the members, or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting.

Section 3 -- Qualification

The President may, but need not be a Director, but all officers must be Representatives. Any two or more offices may be held by the same person, provided that the President and Secretary shall not be the same person.

Section 4 -- Tenure

Except as otherwise provided by law, by these Articles of Organization and By-laws, the President, Treasurer and Secretary shall hold office until the first meeting of the Directors following the next annual meeting of the members or the special meeting held in lieu thereof, and thereafter until his successor is chosen and qualified. Other officers shall hold office until the first meeting of the Directors following the next annual meeting of members, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them. Any officer may resign by delivering his written resignation to the corporation or at its principal office or to the President or Secretary, and

such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5 -- Removal

The Directors may suspend or remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, at a special meeting called for such purpose, provided, that an officer may be suspended or removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

Section 6 -- President

The President when present shall preside at all meetings of the members and, if no chairman of the Board of Directors is elected, all meetings of the Directors. He shall be the chief executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be his duty and he shall have the power to see that all orders and resolutions of the Directors are carried into effect. He shall from time to time report to the Directors all matters within his knowledge which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 7 -- Vice President

In the absence or disability of the President, his powers and duties shall be performed by the Vice President, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 8 -- Treasurer

The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities, and valuable documents of the corporation.

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except as the Directors may otherwise provide. He shall promptly render to the President and to the Directors such statements of his transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9 -- Secretary

The Secretary shall record in books kept for the purpose all votes and proceedings of the members and Directors. The Secretary shall have custody and care of the original or attested copies of the Articles of Organization and the By-laws, and shall also keep a record of the names and addresses of all the members and Directors. All such records, minutes, documents, and such list of names and addresses of members and Directors shall be kept in the Commonwealth, and shall be open at all reasonable times to the inspection of any member. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

In the absence of the Secretary from any meeting of the members or the Directors, the Assistant, if one is elected, or, if there be more than one, the one designated for the purpose by the member or Directors, otherwise a Temporary Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary. Each Assistant Secretary shall have such other powers and perform such other duties as the Directors may from time to time designate.

EXECUTION OF PAPERS

ARTICLE EIGHT

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer.

ARCHITECTURAL COMMITTEE

ARTICLE NINE

Section 1 -- Composition and Purpose

Three members of the Board of Directors shall be designated to receive plans for new residential construction proposed for Tower Ridge and to review plans for modifications to the exterior structures of existing domiciles for consistency with the prevailing community standard and the Covenants, said Architectural Committee assuming the powers and responsibilities now vested in Hope Tower under the Covenants of Tower Ridge, to perform such reviews.

Section 2 -- Duties

Shall include receiving, reviewing, and inspecting any and all plans for improvements, construction proposals, and acting upon any requests from the Tower Ridge owners or the Oak Bluffs Planning Board, Martha's Vineyard Regional Commission or similar governmental agency related to structures on or abutting Tower Ridge.

Section 3 -- Rules

Rules may be adopted only by unanimous vote of the Committee, and shall be subject to the requirements set forth in Article Six, paragraph C.

Section 4 -- Certificate of Compliance

Within thirty (30) days after a demand for review of a proposal is presented in written form to the Committee by any owner of a lot in Tower Ridge the Committee shall deliver in recordable form a certificate issued by one (1) of its members certifying that with respect to the property of owner as of the date thereof either a) all improvements made or proposed to be made within said property comply with the Tower Ridge Covenants and plans and specifications adopted thereunder; or b) such improvements or other work do not

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or would not comply. In the latter case the certificate shall set down the nature of the non-complying improvements or work and with particularity the nature of such non-compliance.

Section 5 -- Referral to Board of Directors

The Architectural Committee shall refer reports of non-compliance with the Rules of the Committee or the Covenants to the full Board before undertaking actions to correct acts of individual non-compliance by seeking an injunction or taking any other legal action. All reasonable attempts shall be made to settle disputes amicably through discussion and arbitration before proceeding to litigation.

FUNDS AND ASSESSMENTS

ARTICLE TEN

Section 1 -- Bank Accounts

The Board shall maintain such banking accounts as are necessary for the orderly receipt and disbursement of monies in performing the functions of the Board under the Tower Ridge Covenants. All accounts shall be open for inspection upon reasonable notice by any member of the Association, and a Certified Audit shall be performed at least once every five (5) years, and the results presented to the Annual Meeting. The assessments due from each owner shall be determined as follows.

Section 2 -- Regular Assessments

In November of each year the Community Board shall prepare a budget reflecting the estimate of the expenses to be incurred by the Board in performing its functions under the Tower Ridge Covenants. The estimate of expenses so determined shall be divided by

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the total number of lots within Tower Ridge, and the resulting amount shall be assessed as of December first to each owner of a lot.

Section 3 -- Special Assessments

If the regular assessment proves inadequate for any reason, including nonpayment of any owner's share thereof, the Board may levy a special assessment, allocated to the owners of all lots as set forth in Section 2 of this Article. A Special Assessment may be issued at any time that the Board determines that it is necessary.

Section 4 -- Limitation on Regular and Special Assessments

The aggregate amount of all assessments (except for Extraordinary Assessments as shown in Section 5) shall not exceed \$505 dollars per lot per year except that such figure may be adjusted upward by the Board in direct proportion to the Cost of Living Index increase for the fiscal year preceding the assessment relative to the year in which these rules were adopted.

Section 5 -- Extraordinary Assessments

The written consent or affirmative vote of 51% of the owners of Lots in Tower Ridge Community shall be required to approve a recommendation by the Board for any assessment exceeding the amount in Section 3 above (as specified). Such recommendation shall set forth the amount of the extraordinary assessment, the reasons for proposing the assessment, and its anticipated duration.

Section 6 -- Payment of Assessments

All regular assessments shall be due and payable to the Board by the Assessed owners on March 1 in each year, unless a quarterly payment plan is arranged with the Treasurer of the Board. Special assessments are due upon presentation, and become delinquent after thirty (30) days, unless otherwise authorized by the Board.

Section 7 -- Reimbursement Assessment

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Other sections of these Rules notwithstanding, the Board shall levy a reimbursement assessment against any lot owner when, as a result of that owner's failure to comply with the Tower Ridge Covenants, the Rules of the Board of Directors, or Architectural Committee rules, monies were expended by the Board to cure such non-compliance. Such an assessment shall be restricted to the amounts so expended. Reimbursement assessments are due and payable upon presentation by the Treasurer of the Board to the lot owner.

AMENDMENT AND DURATION

ARTICLE ELEVEN

Except as otherwise provided expressly in these Articles of Organization and By-laws, the Tower Ridge Restrictions and Covenants may be amended at any time or repealed by a vote or written consent of three-fifths of the Board members and assenting votes from three-fourths of the lot owners of their designees. Such repeal or amendment shall not become effective until there has been completed and recorded with the Dukes County Registry of Deeds a statement by the Secretary setting forth the amendment or repeal and the facts relating to its adoption by the Board and landowners in Tower Ridge.

Unless repealed, these rules shall remain in full force and effect until November 1, 2011, and shall run with the land. Thereafter the term of these Rules may be extended for further periods of twenty (20) years each as provided in MGL c. 184, Section 28.

MISCELLANEOUS PROVISIONS

ARTICLE TWELVE

Section 1 -- Non-waiver Provision

The failure to enforce any of these rules or provisions shall not constitute a waiver of the right thereafter to enforce any such provision or any other provisions of said restrictions.

Section 2 -- Right of Enforcement

Except as otherwise provided herein any owner of any lot shall have the right to enforce any or all of the provisions of the Tower Ridge Covenants.

Section 3 -- Severability

Each of the provisions of the Tower Ridge Covenants and Rules shall be deemed independent and severable. The invalidity or partial invalidity of any provision or portion thereof shall not affect the invalidity or enforceability of any other portion.

Section 4 -- Annual Meeting

The Annual Meeting shall occur at Tower Ridge each year on the second Monday in July at 7:00 p.m. or at such time and place as may be determined by the Board, except that public notice shall be given no less than 15 days prior to any other date that is selected.

Section 5 -- Notification Requirement

It is the duty of all landowners to inform the Secretary of the current addresses and names of lot owners. The address of the Secretary to whom all matters rising under these Rules should be directed is:

Section 6 -- Personal Liability

The members, Directors, and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 7 -- Definitions

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Terms are defined in the document described in the Statement of Purpose to which reference can be made in clarifying terms and provisions of these Rules, Articles of Organization and By-laws.

Adopted as required on _____ in Witness
(date)
Whereof Tower Ridge Property Owners Association, Incorporated has executed this
Declaration the day and year first above written:
Tower Ridge Property Owners Association, Inc., Grantor

President

Treasurer

Secretary

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By-laws agreed to by

Frank Wongler 10/28
Frank Wongler

Record owner(s) of Lot 7, Tower Ridge subdivision.

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By-laws agreed to by



Patrick Lyons

Record owner(s) of Lots 6735 Tower Ridge subdivision.



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By-laws agreed to by

Delores A. Little
Delores A. Little

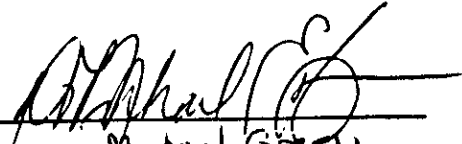
James H. Little
James H. Little

Record owner(s) of Lot #5, Tower Ridge subdivision.

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By-laws agreed to by


Michael Green

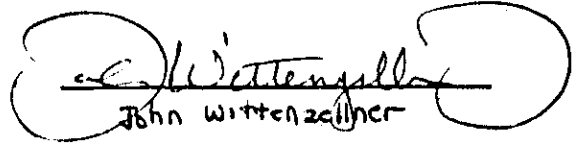
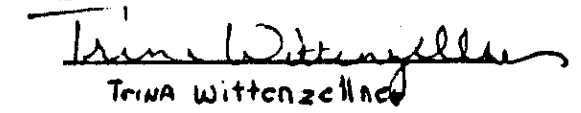


Record owner(s) of Lot 4, Tower Ridge subdivision.

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By-laws agreed to by


John Wittenzellner

Trina Wittenzellner

Record owner(s) of Lot 3, Tower Ridge subdivision.

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By-laws agreed to by

Bob Terenzi

Bob Terenzi

98 Boston Ave

Medford Ma. 02155

206 25

Record owner(s) of Lot 20-24, Tower Ridge subdivision.

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By-laws agreed to by

Chris Cottrell (lot 32)

Chris Cottrell (lot 32)

Ronald Dunlap (lot 17)

Ronald Dunlap (#17)

E. DeVere Oakes (lot 8)
Jerry Oakes (lot 8)

E. DeVere Oakes (#8)
Jerry Oakes

Record owner(s) of Lot _____, Tower Ridge subdivision.

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By-laws agreed to by

Arthur J. Faneros
Arthur J. Faneros

18 Mt. Joy St.

Taunton, Ma. 01876

Record owner(s) of Lot 11, Tower Ridge subdivision.

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By-laws agreed to by

Diego Messina

Diego Messina

Record owner(s) of Lot 10, Tower Ridge subdivision.

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By-laws agreed to by

Sean O'Connor
Sean O'Connor

Barbara O'Connor
Barbara O'Connor

Record owner(s) of Lot 26, Tower Ridge subdivision.

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By-laws agreed to by



Kevin Burke

Record owner(s) of Lot 30, Tower Ridge subdivision.

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By-laws agreed to by

Donald Martin

Donald Martin

14 Lucitation Drive

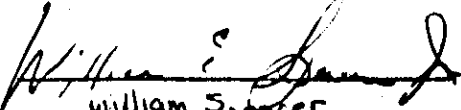
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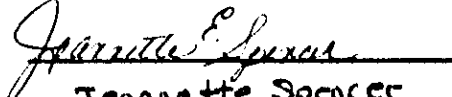
Record owner(s) of Lot 23, Tower Ridge subdivision.

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By-laws agreed to by


william Spencer


Jeannette Spencer


9/1/91

Record owner(s) of Lot 39, Tower Ridge subdivision.

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By-laws agreed to by



Derek Cruz

Record owner(s) of Lot 18, Tower Ridge subdivision.

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By-laws agreed to by



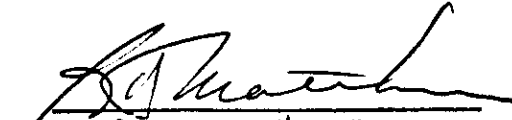
Norma Jean Kalkan

Record owner(s) of Lot 16, Tower Ridge subdivision.

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By-laws agreed to by



Roger Matthews

Record owner(s) of Lot 31 Tower Ridge subdivision.

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By-laws agreed to by

Michael Zamorro

 Michael Zamorro

Nancy Zamorro

 Nancy Zamorro

Record owner(s) of Lot 33, Tower Ridge subdivision.

Edgartown, Mass. March 13, 1992
 at 1 o'clock and 50 minutes P.M.
 Received and entered with Dukes County Deeds
 book 575 page 097

Attest: *Beverly W. King*

 Register