

## EXHIBIT B

STATE OF NEW HAMPSHIRE  
 RECORD OF ORGANIZATION  
 THE INNS OF WATERVILLE VALLEY ASSOCIATION

## ARTICLES OF AGREEMENT

WE, the undersigned, being of lawful age, by these Articles of Agreement have associated, and do hereby associate ourselves together, as a body politic and corporate according to the provisions of New Hampshire RSA Chapter 292, and other laws and statutes of said State relating thereto and prescribing the duties and powers of corporations under the corporate name and for the purposes hereinafter set forth.

ARTICLE 1, NAME

- 1-100. The name of this corporation shall be THE INNS OF WATERVILLE VALLEY ASSOCIATION, and shall hereinafter be referred to as the "Association."

ARTICLE 2, PURPOSE

- 2-100. The purposes for which the Association is organized are as follows:
- 2-101. A condominium known as THE INNS OF WATERVILLE VALLEY, A Time-Share Condominium, has been developed on certain lands located in Waterville Valley, Grafton County, New Hampshire, and shown on a Site Plan entitled "The Inns of Waterville Valley, A subdivision for Waterville Timeshare Group," (consisting of one page) prepared by White Mountain Survey & Engineering, Chester E. Chellman, R.L.S. dated August 7, 1981. The Association is organized to provide a means of administering the condominium by the owners thereof.
- 2-102. The documents creating the condominium are to be recorded in the Grafton County Registry of Deeds.
- 2-103. The Association shall make no distributions of income to its members, directors, or officers.

ARTICLE 3, POWERS

- 3-100. The powers of the Association shall be governed by the following provisions:
- 3-101. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3-102.

The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:

- (a) To make and collect assessments against members to defray the costs of the condominium.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To provide for the acquisition, construction, management, maintenance, and care of the Association's real or personal property.
- (d) To provide for the reconstruction of improvements after casualty and to provide for further improvements to the Association property.
- (e) To make and amend regulations respecting the use of the Association property.
- (f) To enforce by legal means the provisions of the Condominium Instruments, these Articles, the By-Laws of the Association, and the Residency Regulations for the use of the Association property.
- (g) To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Condominium Instruments to have approval of the Board of Directors or the membership of the Association.
- (h) To buy, lease, create, construct, or otherwise acquire any and all kinds of property, real or personal, and rights necessary or essential to, or convenient for the carrying on of the purposes of this Association.
- (i) To borrow money and, from time to time, to make, accept, execute, and deliver bonds, debentures, promissory notes, bills, and other obligations of the Association for monies borrowed or in payment for property acquired or for services rendered or for any other objects or purposes of the Association or its business, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust or lien or assignment, or any agreement in regard to all or any of the property, rights, or privileges of the Association wherever situated, whether now owned or hereafter to be acquired.

(j) Insofar as permitted by law and in accordance with the general powers and privileges granted to corporations generally by New Hampshire RSA Chapter 292, and other laws and statutes of said State relating thereto and prescribing the powers of corporations under the corporate name, to do any other things that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the members of the Association.

- 3-103. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Instruments.
- 3-104. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium for THE INNS OF WATERVILLE VALLEY, A Time-Share Condominium, which governs the use of the land.

#### ARTICLE 4, MEMBERS

- 4-100. The qualifications of members, the manner of their admission and voting by such members shall be as follows:
- 4-101. All unit owners shall be members of the Association and no other persons or entities shall be entitled to membership.
- 4-102. Membership in the Association shall be established by the recording in the Grafton County Registry of Deeds of a deed or other instruments establishing a change of record title to an ownership interval in the condominium and the notification in writing to the Association of the recording information; the new owner designated by such instrument shall thereby become a member of the Association. The membership of the prior owner shall be thereby terminated.
- 4-103. The share of a member in the funds and assets of the Association cannot be assigned, pledged, or transferred in any manner except as an appurtenance to the individual condominium unit.
- 4-104. Members of the Association shall be entitled to one (1) vote for each weekly interval owned by such members. Voting rights will be exercised in the manner provided by the By-Laws of the Association.

ARTICLE 5, DIRECTORS

- 5-100. The affairs of the Association will be managed by a board of not less than three (3) nor more than five (5) directors, as shall be determined by the By-Laws, and in the absence of such determination shall consist of three (3) directors.
- 5-200. Directors of the Association shall be appointed or elected at the Annual Meeting of the members in the manner determined by the By-Laws.
- 5-300. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Fred Ludtke</u>	<u>P. O. Box 3</u> <u>Waterville Valley, NH 03223</u>
<u>George David</u>	<u>P. O. Box 3</u> <u>Waterville Valley, NH 03223</u>
<u>Steven Brener</u>	<u>P. O. Box 3</u> <u>Waterville Valley, NH 03223</u>

ARTICLE 6, OFFICERS

- 6-100. The affairs of the Association shall be administered by officers elected by the Board of Directors.

ARTICLE 7, INDEMNIFICATION

- 7-100. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding in which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association or with any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is

adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

ARTICLE 8, BY-LAWS

- 8-100. The By-Laws of the Association shall be those By-Laws set forth with the aforesaid Declaration of Condominium and may be altered, amended, or rescinded in the manner provided by the said Declaration and By-Laws.

ARTICLE 9, AMENDMENTS

- 9-100. Amendments to the Articles of Agreement shall be proposed and adopted in the following manner:
- 9-101. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.
- 9-102. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association, and after being proposed and approved by one of such bodies, it must be approved by the other. Such approvals must be by not less than two-thirds (2/3) of all of the Directors and by not less than two-thirds (2/3) of all of the members of the Association. Directors and members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting. Agreement of the required majority of unit owners and Directors to such amendment shall be evidenced by the execution of the amendment by the owners or by the execution of the amendment by the President and Treasurer of the Association accompanied by certification of the vote of the owners by the Secretary; such amendment shall become effective only when either such Amendment or such Amendment and Certificate are recorded in the Grafton County Registry of Deeds.

ARTICLE 10, TERM

- 10-100. The term of the Association shall be the life of the condominium, unless the Association is terminated sooner by the unanimous action of its members. The Association

shall be terminated by the termination of the condominium in accordance with the Condominium Instruments.

ARTICLE 11, INCORPORATORS

11-100. The names and addresses of the Incorporators to these Articles of Agreement are:

*Gerard J. Noonan*

Waterville Valley, N.H.  
same address for all

GERARD J. NOONAN

JOHN M. ALBERTSON

*Stacy Rossley-Lane*

Kristina Peterson-Warner

PENNY A. KEOUGH

ARTICLE 12, PLACE OF BUSINESS

12-100 The address at which the business of the Association is to be carried on is Waterville Valley, New Hampshire 03223.

IN WITNESS WHEREOF, the Incorporators have hereto affixed their signatures this 15<sup>th</sup> day of January, 1982.

John M. Dwyer  
Witness

witness to all  
Witness

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Witness

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Witness

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Witness

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Witness

Fred W. [unclear]  
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[unclear]  
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Kristin Peters-Wann  
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Jenny A. Keough  
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