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August 18, 2017

Board of Directors of  
Vacationland Estates, Inc.

Ladies and Gentleman:

We have been asked to render an opinion on the validity of changes to the By-Laws of Vacationland Estates, Inc. ("Corporation") as adopted at the annual meeting of Homeowners held on July 23, 2016 and adjourned to July 24, 2016.

In rendering this opinion, I have reviewed the following corporate documents and indexes:

1. By-Laws as adopted by the members as provided to me.
2. The minutes of the meeting of the Unit Holders dated July 23 and July 24, 2016.
3. The indexes of the Southern Aroostook County Registry of Deeds.

**ASSUMPTION**

1. I have assumed that the corporate By-Laws as provided to me, and the minutes of the meeting of Unit Holders dated July 23, and July 24 were properly called and that all required notices were given.

2. I have further relied on the accuracy of the minutes of the July 23 and July 24, 2016 meeting as they have been provided to me and that all signatures on those minutes are genuine.

## OPINION

According to paragraph 11 of the By-Laws, an amendment to the By-Laws is only effective if it is recorded. In this instance the recording is made in the Southern Aroostook County Registry of Deeds.

An examination of the records of the Southern Aroostook County Registry of Deeds does not disclose that the By-Law amendment had been recorded.

Therefore, it is our opinion that the By-Law changes set forth below and adopted at the Homeowners meeting of July 24, 2016 are not effective as of the date of this letter.

## BY-LAW CHANGES

1. Amending section 3.3 of the By-Laws to reduce the quorum requirement for voting from 25% of ownership to 20%.  
**VOTE: 160 – 45**
2. To authorize absentee ballots in Section 3.3 of the By-Laws. And to Reconcile other sections in the bylaws to reflect this change if necessary **VOTE: 207 - 0**
3. **DETERMINE NUMBER OF BOARD OF DIRECTORS:**

By-Laws 2, Board of Directors. 2.1 “the exact number to be determined by a separate vote at each annual meeting of the association”.

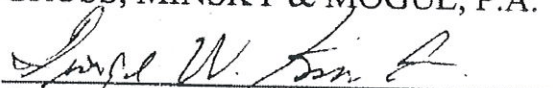
**VOTE: UNANIMOUS**

Once the By-Law amendments are recorded in the Southern Aroostook County Registry of Deeds, it is our opinion that the By-Law amendments will have been properly adopted by the Corporation.

Dated at Bangor, Maine this 18<sup>th</sup> day of August, 2017.

GROSS, MINSKY & MOGUL, P.A.

By:

  
George W. Kurr, Jr.

**Merchant: COUNTY OF AROOSTOOK ( DEEDS SOUTH)**

144 SWEDEN ST SUITE 1  
CARIBOU, ME 04736  
US

2074933318

**Order Information**

Description: Record Declaration

Order Number:

P.O. Number:

Customer ID:

Invoice Number:

**Billing Information**

**Shipping Information**

Vacationland Estates

Shipping: 0.00  
Tax: 0.00  
**Total: USD 22.00**

**Payment Information**

Date/Time: 18-Aug-2017 11:25:33 EDT  
Transaction ID: 40259214570  
Transaction Type: Authorization w/ Auto Capture  
Transaction Status: Captured/Pending Settlement  
Authorization Code: 253362  
Payment Method: Visa XXXX9474