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DECLARATION OF COVENANTS
RESTRICTIONS AND EASEMENTS FOR
MILLBROOK HOMES HOMEOWNERS ASSOCIATION, INC.
ROCKLAND, MASSACHUSETTS

Received & Recorded
 PLYMOUTH COUNTY
 REGISTRY OF DEEDS
 08 JAN 1994 12:03PM
 JOHN D. RIORDAN
 REGISTER

BEECH HILL LIMITED PARTNERSHIP, a Massachusetts Limited Partnership (hereinafter generally referred to as the "Owner"), having its usual place of business at 37 Bay Path Lane, Rockland, Plymouth County, Massachusetts, is the owner of certain land in Rockland, Plymouth County, Massachusetts shown as:

Lot 1, lots 10 through 15, lots 75-77 and lots 109-113 (the "Lots") located off of Beech Street, Rockland, Massachusetts, as more clearly shown on a "Definitive Plan, Millbrook, Rockland, Massachusetts" dated May 17, 1988, as prepared by Bradford Saivetz & Associates, Inc. (the "Plan"). Said Plan was recorded with the Plymouth County Registry of Deeds as Plan Number 611 of 1989. Additional lots may be added hereto subsequently as long as all such lots appear on the Plan or on any successor plans covering land shown on the Plan, and all such additional lots as are added hereto shall be deemed to be part of the Lots when they are added hereto by an amendment of this Declaration.

WHEREAS, Owner desires to create thereon a residential community ;

WHEREAS, Owner will set aside a portion of the property for the permanent common use and enjoyment of the members of said community (hereinafter generally referred to as the "Common Property"); and

WHEREAS, Owner, desiring to provide for the preservation of the values and amenities of said community, will file Articles of Organization and establish By-Laws of the Millbrook Homes Homeowners Association, Inc., a Massachusetts corporation,

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 1 Bowdoin Square
 Boston MA 02114

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(hereinafter generally referred to as the "Association") for the purpose of exercising the functions granted herein and as the ultimate legal owner of the fee in the said Common Property;

NOW, THEREFORE, the Owner declares for itself and its successors in record title, that all of the Lots shown on the Plan are and shall be held, transferred, sold, conveyed, inherited and occupied subject to and with the benefit of the covenants, reservations, restrictions, easements, charges and liens, hereafter set forth.

ARTICLE I

COMMON SCHEME RESTRICTIONS

Owner declares that the common scheme restrictions are imposed in accordance with Massachusetts General Laws (Ter. Ed.) Chapter 184, Section 26, for the benefit of each owner of the Lots shown on the Plan, enforceable by it or them at law or in equity and also for the benefit of the Association, enforceable by it at law or in equity. Notices recorded in the Plymouth Registry of Deeds extending the period(s) of time during which these restrictions are in force may be recorded by the Association.

1. No use shall be made of said land which shall be in conflict with the Zoning By-Laws, except as the same may be lawful as nonconforming uses or by the granting of special permits, exceptions or variances.

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2. No business, trade or profession shall be conducted from any building erected on any of the Lots, excepting however, that the owner of any of the Lots may maintain an office in his/her residence thereon, provided he/she employs therein not more than one person. The terms of this paragraph 2 shall not apply to the owner.

3. No dog or cat kennel, or other facility for the breeding and housing of animals shall be erected or maintained on any of the Lots nor shall horses, pigs or other barnyard animals be stabled or maintained thereon. This restriction shall not apply to household pets if reasonable in number.

4. Clothes lines and poles and outside radio aerials shall be located on or near each residence in such a way that they are, as much as possible, not visible from the ways adjacent to any of the Lots. Solar panels or other solar heat collectors, television or radio dish type antennas or towers shall be located on or near such residence in such a way that they are not visible from the ways shown on the Plan. Above ground pools shall be located on or near such residence so as to minimize their visibility from the ways shown on the Plan. If said panels, collectors, dish type antennas, towers or above ground pools are screened from visibility by a fence or plant material, said fence or plant material must be maintained or replaced in such a manner to adequately screen the visibility as required herein. No tank for the storage of fuel may be maintained on any of the Lots

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unless it is maintained within a building and unless it complies with all applicable municipal, state and federal statutes and regulations.

5. NO yard or open area on any of the Lots shall be used for the storage or parking of trucks, machinery, supplies, materials or equipment of any business conducted by any lot owner off the premises. Any commercial vehicles kept on a Lot by a lot owner must be garaged. For purposes of this paragraph, commercial vehicles are defined as vehicles which are larger than a one ton van or a three-quarters of a ton pick-up truck, except that all recreational vehicles in excess of these sizes are not deemed to be commercial vehicles. Employees of any lot owners shall not park their vehicles on any of the ways shown on the Plan.

6. Rules and Regulations may be promulgated by the Owner and by the Association from time to time in order to further the purposes set forth in paragraph 1 through 5 hereof and in order to govern the use of the Common Property consistent with the contents of this Declaration.

ARTICLE II

TEMPORARY SUSPENSION OF RIGHTS FOR THE ENFORCEMENT OF COMMON SCHEME RESTRICTIONS, OF ISSUANCE OF SHARES AND OF ASSESSMENTS

Until unconditional certificates of occupancy have been issued for one hundred thirty-eight (138) homes on the Lots,

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these common scheme restrictions created for the benefit of the lot owners shall be enforced only by the Owner. Upon the issuance of the one hundred thirty-eighth (138) certificate of occupancy and the issuance of the Class A shares, any lot owner or the Association may enforce these restrictions at law or in equity. The share due each Class A Shareholder, as hereinafter defined, shall be issued upon the issuance of the aforesaid one hundred thirty-eighth (138) certificate of occupancy. However, until that time, the Class B Shareholder (the Owner) shall be the only shareholder. All assessment charges shall be phased in and levied at the times and in the proportions set forth hereinafter.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS IN

THE MILBROOK HOMES HOMEOWNERS ASSOCIATION, INC.

SECTION 1. - MEMBERSHIP. Every person or entity, other than the Class B Shareholders, who or which is the record owner of the fee or of an undivided interest in the fee of any of the Lots is subject to the provisions of this Declaration, including particularly Article IV hereof, as well as the By-Laws and Rules & Regulations of the Association, and each such person or entity shall be a Shareholder of the Association as provided in Article 2 and Section 2 of this Article III. Any person or entity who or which holds an interest in any of the Lots as the security of any obligation and which has taken possession of the lot or purchased the same at foreclosure or acquired ownership by a deed in

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satisfaction or partial satisfaction of the mortgage obligation may be a shareholder of the Association with all rights and obligations of a shareholder, until such time as a subsequent transfer of title to the lot is made to a homeowner. Any such debtor in possession shall promptly notify the Association that it has taken possession of a lot.

SECTION 2. - VOTING RIGHTS. - The Association shall have two classes of Shares designated as Class A and Class B.

Class A. Class A Shareholders shall be all those Shareholders as defined in SECTION 1 hereof with the exception of the Owner and of its successors in record title as developers and/or builders. Class A Shareholders shall be entitled to one vote for each of the Lots in which they hold the interest required for membership by SECTION 1. When more than one person holds such interest or interests in any of the Lots, the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot.

Class B. The Class B Shareholder shall be the Owner, or its successors in record title as a developer and/or builder. The Class B Shareholder shall be the only shareholder until the Class A shares are issued as provided for herein.

SECTION 3. - MEMBER'S EASEMENT OF USE AND ENJOYMENT. Every owner of any of the Lots shall have a right and easement of use and enjoyment in and to the fee to the Common Properties, if any,

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which may be conveyed to the Association, and such easement shall be appurtenant to and pass with the record title to every lot, subject to the provisions of SECTION 4. However, residents of the Town of Rockland shall be permitted to use the active recreational areas in the Common Properties as they are constructed within the subdivision; however, they shall be subject to all applicable rules and regulations governing the use of said recreational area.

SECTION 4 - EXTENT OF MEMBERS' COMMON EASEMENTS The rights and easements of use and enjoyment created hereby shall be subject to the following:

(a) The right of the Association as provided herein, by its Articles of Organization and by its By-Laws to suspend the enjoyment rights of any member for any period during which an assessment remains unpaid, and, in the case of any infraction of its published rules and regulations, for any period not to exceed thirty (30) days; and

(b) The right of Beech Hill Limited Partnership to dedicate, transfer or deed any of the Lots subject to the provisions hereof to residential purchasers, to its own affiliates or to any public agency, authority, utility or entity to be maintained as conservation land in which case such land shall not then be subject to these restrictions or assessments.

(c) The enforcement provisions set forth in Article IV hereof.