

BK 42425 / 132

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MDSX SO. DIST. DEEDS
DOCUMENT: 81072
DATE: 4/7/04
TIME: 10:11

**FIRST AMENDMENT TO
THE CONDOMINIUM MASTER DEED OF
THE WINCHESTER PLACE CONDOMINIUM**

Anthony F. Albiani and Paul C. Albiani, Managers of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts (the "Declarant") under the Master Deed of The Winchester Place Condominium (the "Condominium") located at 10 Winchester Place, Winchester, Massachusetts, established under the provisions of Chapter 183A of the Massachusetts General Laws by Master Deed dated September 4, 2003, and recorded with the Middlesex South County Registry of Deeds at Book 40766, Page 473 (the "Master Deed"),

WHEREAS, the Declarant is the owner of eleven (11) of the twelve (12) total condominium units at the Condominium, which units are known and numbered as 101, 102, 103, 104, 201, 202, 203, 204, 301, 302, and 303; and

WHEREAS, Sarah E. Gosselin, Authorized Member of Aberjona Commons LLC, a Massachusetts limited liability company with a principal place of business at 23 Shore Road, Winchester, Middlesex County, Massachusetts (hereinafter "Aberjona Commons LLC") owns one (1) of the twelve (12) total units at the Condominium, which is known as Unit NR; and

WHEREAS, the Declarant and Aberjona Commons LLC are collectively the owners of all of the units at the Condominium; and

WHEREAS, the Declarant is the sole Trustee (the "Trustee") of The Winchester Place Condominium Trust (the "Condominium Trust") established under Declaration of Trust dated September 4, 2003, and recorded with the Middlesex South County Registry of Deeds at Book 40766, Page 500; and

WHEREAS, Century Bank is the holder of the only mortgage encumbering the eleven (11) units owned by the Declarant at the Condominium; and

WHEREAS, Fleet National Bank is the holder of the only mortgage encumbering Unit NR owned by Aberjona Commons LLC at the Condominium; and

WHEREAS, these Amendments are being made in accordance with Paragraph (h) "Amendment of Master Deed" within the Master Deed; and

WHEREAS, the Declarant, Aberjona Commons LLC, and the Trustee desire to amend the Master Deed by: a) clarifying and limiting Declarant's rights pursuant to Paragraph (d), subparagraph J - Parking (ii); b) amending Declarant's rights at Paragraph (h)(B.); and c) adding an Arbitration Section as Paragraph (p), as each is further described below.

NOW, THEREFORE, the Declarant, Aberjona Commons LLC, and the Trustee hereby, by duly executing, acknowledging, and recording this First Amendment to Master Deed of The Winchester Place Condominium, amend the Master Deed as follows:

1. The sentence beginning on line 11 of Paragraph (d), subparagraph J "Parking" (ii) that currently reads as follows: "The Declarant may modify any regular Parking Space into a Handicapped Parking Space pursuant to the needs of the Unit Owner or the Trustees of the Condominium Trust" is hereby amended to add the following phrase to the end of the sentence: ",provided, however, that Declarant may not reduce the size or change the location of any existing Parking Space without the written consent of the owner of said Parking Space and, if required, of said owner's mortgagee." Thus the referenced sentence as amended shall read as follows:

"The Declarant may modify any regular Parking Space into a Handicapped Parking Space pursuant to the needs of the Unit Owner or the Trustees of the Condominium Trust, provided, however, that Declarant may not reduce the size or change the location of any existing Parking Space without the written consent of the owner said Parking Space and of said owner's mortgagee."

2. The following language is hereby stricken from the sentence beginning on line 18 of Paragraph (h), subparagraph B "Declarant's Right to Amend to Create Additional Units": "...to change the designation and use of any unit from Nonresidential to Residential, and from Residential to Nonresidential and/or". Thus the referenced sentence as amended shall read as follows:

"The Declarant also reserves the right to change the layout, number, and designation of rooms at any time and from time to time."

3. The following new Paragraph (t) "Arbitration" is added in its entirety to read as follows:

"Paragraph (t) Arbitration

(i) In the event that any Unit Owner(s) shall by notice in writing to the Trustees dissent from any determination of the Trustees and such dispute shall not be resolved in fifteen (15) days after such notice, then either the Trustees or the dissenting Unit Owner(s) may submit the matter to arbitration, and for that purpose, one arbitrator shall be designated by the Trustees, one by the dissenting Unit Owner(s) and a third by the two arbitrators so designated and a decision of a majority of the arbitrators shall be binding on all parties. The arbitrators shall be professionals in the field of disputes or, if there is a dispute about the arbitrator selected, shall be

selected from the list of arbitrators provided through the local Arbitration Association. Such arbitration shall be conducted in accordance with the rules and procedures of the American Arbitration Association.

(ii) In the event that deadlock occurs regarding an issue or series of issues on the Board of Trustees and such deadlock is not resolved within fifteen (15) days after deadlock is established, then either set of Trustees may submit the matter to arbitration, and for that purpose, one arbitrator shall be designated by one set of the Trustees and one by the other set of deadlocked Trustees and a third by the two arbitrators so designated and a decision of the majority of the arbitrators shall be binding on all parties. The arbitrators shall be professionals in the field of dispute, or, if there is a dispute about the arbitrator selected, shall be selected from the list of arbitrators provided through the local American Arbitration Association. Such arbitration shall be conducted in accordance with the rules and procedures of the American Arbitration Association.

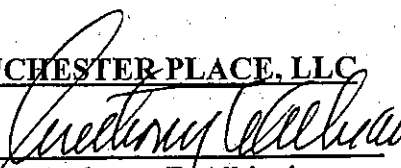
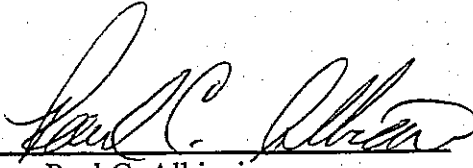
(iii) In the event that there is deadlock among the Unit Owners and such dispute cannot be resolved by the Trustees and such deadlock is not resolved within fifteen (15) days after such deadlock is established and Trustees determine their inability to resolve said issue, then the Trustees or the deadlocked Unit Owners may submit the matter to arbitration, and for that purpose, one arbitrator shall be designated by one faction of the deadlocked Unit Owners, and one by the other deadlocked faction of the Unit Owners and a third by the two arbitrators so designated and a decision of the majority of the arbitrators shall be binding on all parties. The arbitrators shall be professionals in the field of dispute, or, if there is a dispute about the arbitrators selected, shall be selected from the list of arbitrators provided to the local American Arbitration Association. Such arbitration shall be conducted in accordance with the rules and procedures of the American Arbitration Association.

(iv) In the event that the Association of Unit Owners shall by notice in writing to the Declarant dissent from any determination of the Declarant and such dispute is not resolved within fifteen (15) days after such notice, then either the Declarant or the dissenting Association of Unit Owners may submit the matter to arbitration, and for that purpose one arbitrator shall be designated by the Declarant, one by the dissenting Association of Unit Owners and a third by the two arbitrators so designated and a decision of the majority of the arbitrators shall be binding on all parties. The arbitrators shall be professionals in the field of dispute or, if there is a dispute about the arbitrator selected, shall be selected from the list of arbitrators provided through the local American Arbitration Association. Such arbitration shall be conducted in accordance with the rules and procedures of the American Arbitration Association.

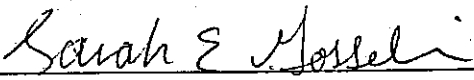
4. Except as specifically amended hereby, the Master Deed shall remain in full force and effect.

WITNESS the execution hereof under seal this 26th day of March, 2004.

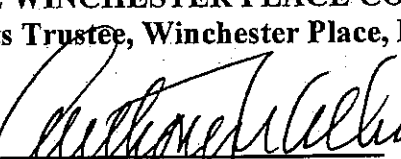
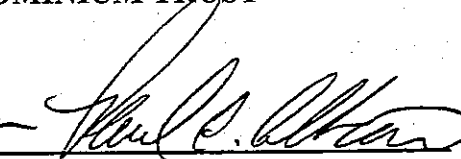
WINCHESTER PLACE, LLC

By:  By: 
Name: Anthony F. Albiani Name: Paul C. Albiani
Title: Manager Title: Manager

ABERJONA COMMONS LLC

By: 
Name: Sarah E. Gosselin
Title: Authorized Member

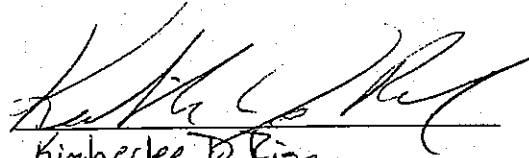
THE WINCHESTER PLACE CONDOMINIUM TRUST
By its Trustee, Winchester Place, LLC

By:  By: 
Name: Anthony F. Albiani Name: Paul C. Albiani
Title: Manager Title: Manager

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

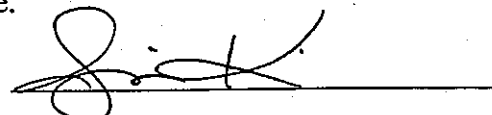
On this 24th day of March, 2004, before me, the undersigned notary public, personally appeared Sarah E. Gosselin, Authorized Member of the Aberjona Commons LLC, a Massachusetts limited liability company with a principal place of business at 23 Shore Road, Winchester, Middlesex County, Massachusetts, proved to me through satisfactory evidence of identification, which were personally known to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose and that this was an authorized act of the Aberjona Commons LLC.


Kimberlee Jo Riggs
(official signature and seal of notary)
Name: Kimberlee Jo Riggs
My commission expires: 10-13-2006

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this 26 day of March, 2004, before me, the undersigned notary public, personally appeared Paul C. Albiani, as Manager of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts, which is the Trustee of **THE WINCHESTER PLACE CONDOMINIUM TRUST**, proved to me through satisfactory evidence of identification, which were Oath of a Credible witness to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose and that this was an authorized act of the Winchester Place, LLC, acting as Trustee.


(official signature and seal of notary)
Name: Jaime T. Kim
My commission expires: 4/10/10

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this 26 day of March, 2004, before me, the undersigned notary public, personally appeared Paul C. Albiani, as Manager of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts, proved to me through satisfactory evidence of identification, which were oath of a credible witness to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose and that this was an authorized act of the Winchester Place, LLC..

J. Kim

(official signature and seal of notary)

Name: Jaime T. Kim
My commission expires: 4/10/10

COMMONWEALTH OF MASSACHUSETTS ~~FLORIDA~~

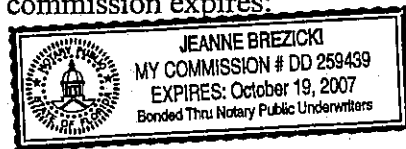
Palm Beach County
Middlesex, ss

On this 25th day of March, 2004, before me, the undersigned notary public, personally appeared Anthony F. Albiani, as Manager of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts, proved to me through satisfactory evidence of identification, which were _____ to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose and that this was an authorized act of the Winchester Place, LLC.

Jeanne Brezicki

(official signature and seal of notary)

Name:
My commission expires:



STATE OF FLORIDA

COMMONWEALTH OF MASSACHUSETTS

Palm Beach County
Middlesex, ss

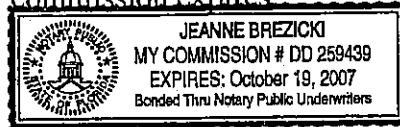
On this 25th day of March, 2004, before me, the undersigned notary public, personally appeared Anthony F. Albiani, as Manager of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts, which is the Trustee of **THE WINCHESTER PLACE CONDOMINIUM TRUST**, proved to me through satisfactory evidence of identification, which were _____ to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose and that this was an authorized act of the Winchester Place, LLC, acting as Trustee.



(official signature and seal of notary)

Name:

My commission expires:



BK 42425 / 139

COPY

MDSX SO. DIST. DEEDS

DOCUMENT: 81073

DATE: 4/7/04

TIME: 10:11

**FIRST AMENDMENT TO THE
DECLARATION OF TRUST OF
THE WINCHESTER PLACE CONDOMINIUM TRUST**

This First Amendment to the Declaration of Trust (this "Amendment") is dated as of this 31 day of March, 2004, and is made by and among (i) Anthony F. Albiani and Paul C. Albiani, Managers of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts is the Declarant and the Initial Trustee (the "Declarant" and/or the "Initial Trustee") of The Winchester Place Condominium Trust, established under Declaration of Trust dated September 4, 2003, and recorded with the Middlesex South County Registry of Deeds at Book 40766, Page 500; and Sarah E. Gosselin, Authorized Member of the Aberjona Commons LLC, a Massachusetts limited liability company with a principal place of business at 23 Shore Road, Winchester, Middlesex County, Massachusetts which Unit NR at the Condominium (the "Unit NR Owner").

WITNESSETH:

WHEREAS, The Winchester Place Condominium (the "Condominium") located at 10 Winchester Place, Winchester, Massachusetts, was established under the provisions of Chapter 183A of the Massachusetts General Laws by Master Deed dated September 4, 2003, and recorded with the Middlesex South County Registry of Deeds at Book 40766, Page 473 (the "Master Deed"); and

WHEREAS, the organization through which the Initial Trustee of the units at the Condominium manage and regulate the Condominium is The Winchester Place Condominium Trust (the "Condominium Trust") established under Declaration of Trust dated September 4, 2003, and recorded with the Middlesex South County Registry of Deeds at Book 40766, Page 500; and

WHEREAS, the Unit NR Owner owns Unit NR of the Condominium pursuant to a certain Quitclaim Deed dated September 26, 2003, and recorded with Middlesex South County Registry of Deeds as Instrument Number 1708; and

WHEREAS, the Declarant and the Unit NR Owner own one hundred percent (100%) of the units at the Condominium; and

WHEREAS, the Unit NR Owner, the Declarant, and the Initial Trustee desire to amend the Condominium Trust by adding the following language to clarify the length of the terms of the subsequent trustees of the Condominium Trust.

NOW, THEREFORE, for good and valuable consideration, the parties hereto agree to amend the Condominium Trust as follows:


1. Add "(iii) Term of Subsequent Board of Trustees" to Article III "Trustees", subparagraph (a) "Appointment of Trustees" to read as follows:

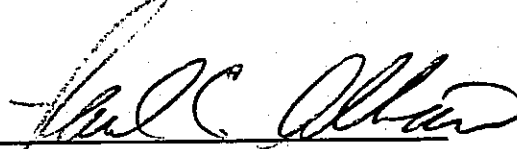
“(iii) The term of each Trustee shall be for one (1) year from the annual meeting of unit owners (or special meeting in lieu thereof) at which the Trustee was appointed and shall end as of the next annual meeting (or special meeting in lieu thereof) at which the Trustee can be reappointed, or a successor to said Trustee is appointed; except that the term of any Trustee appointed to fill a vacancy in an unexpired term shall end when his or her predecessor’s term would, but for the vacancy, have ended.”

2. Except as specifically amended hereby, the Condominium Trust shall remain in full force and effect.

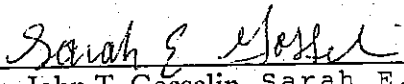
IN WITNESS HEREOF, the parties hereto have executed this Amendment to Declaration of Trust as of the date first written above.

WINCHESTER PLACE, LLC

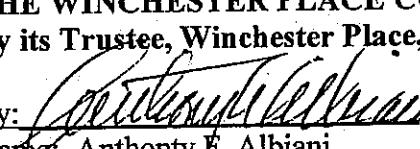
By: 
Name: Anthony F. Albiani
Title: Manager

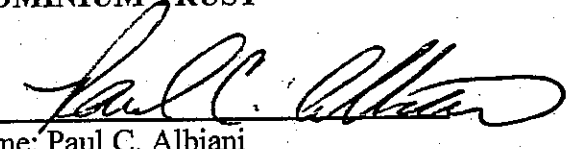
By: 
Name: Paul C. Albiani
Title: Manager

ABERJONA COMMONS LLC

By: 
Name: ~~John T. Gosselin~~ Sarah E. Gosselin
Title: Manager

THE WINCHESTER PLACE CONDOMINIUM TRUST
By its Trustee, Winchester Place, LLC

By: 
Name: Anthony F. Albiani
Title: Manager

By: 
Name: Paul C. Albiani
Title: Manager

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this 1st day of ^{April} ~~March~~, 2004, before me, the undersigned notary public, personally appeared Paul C. Albiani, as Manager of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts, proved to me through satisfactory evidence of identification, which were personal knowledge to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he

signed it voluntarily for its stated purpose and that this was an authorized act of the Winchester Place, LLC..

Kimberlee Jo Riga

(official signature and seal of notary)
Name: Kimberlee Jo Riga
My commission expires: 10-13-2006

STATE OF FLORIDA
COMMONWEALTH OF MASSACHUSETTS

Palm Beach County
Middlesex, ss

On this 31st day of March, 2004, before me, the undersigned notary public, personally appeared Anthony F. Albiani, as Manager of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts, proved to me through satisfactory evidence of identification, which were _____ to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose and that this was an authorized act of the Winchester Place, LLC.

Jeanne Brezicki

(official signature and seal of notary)
Name:
My commission expires:



COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this 5th day of ~~March~~ *April*, 2004, before me, the undersigned notary public, personally appeared Sarah E. Gosselin, Authorized Member of the Aberjona Commons LLC, a Massachusetts limited liability company with a principal place of business at 23

Shore Road, Winchester, Middlesex County, Massachusetts, proved to me through satisfactory evidence of identification, which were _____ to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose and that this was an authorized act of the Aberjona Commons LLC.

Michelle Rochon

(official signature and seal of notary)

Name: Michelle Rochon

My commission expires: 06/26/09

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this 1st day of ^{April} ~~March~~, 2004, before me, the undersigned notary public, personally appeared Paul C. Albiani, as Manager of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts, which is the Trustee of **THE WINCHESTER PLACE CONDOMINIUM TRUST**, proved to me through satisfactory evidence of identification, which were personal knowledge to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose and that this was an authorized act of the Winchester Place, LLC, acting as Trustee.

Kimberlee Jo Riga

(official signature and seal of notary)

Name: Kimberlee Jo Riga

My commission expires: 10-13-2006

STATE OF FLORIDA
COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this _____ day of March, 2004, before me, the undersigned notary public,

personally appeared Anthony F. Albiani, as Manager of Winchester Place, LLC, a Massachusetts limited liability company with a principal place of business at 600 Main Street, Winchester, Middlesex County, Massachusetts, which is the Trustee of **THE WINCHESTER PLACE CONDOMINIUM TRUST**, proved to me through satisfactory evidence of identification, which were _____ to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose and that this was an authorized act of the Winchester Place, LLC, acting as Trustee.

 _____

(official signature and seal of notary)

Name:

My commission expires:

