

REVISIONS OF BY-LAWS
of
CAPE COD VILLAGE CLUB, INC.

A Not-For-Profit Corporation organized under the laws of the State of New York, adopted by the membership at the meeting of the Corporation September 4, 2010

ARTICLE I

Name of Corporation

Section 1.1. This corporation shall be known as the CAPE COD VILLAGE CLUB, INC.

Definitions

Section 1.2. As used herein the following terms shall have the meanings hereinafter set forth:

- (1) "Club", "Corporation" and "CCVC" shall mean the Cape Cod Village Club, Inc.
- (2) "Owner" shall mean the holder of title to real property in Cape Cod Village Club, Inc.
- (3) "Membership" shall mean a person who is an owner of a real property in Cape Cod Village Club, Inc., which is hereinafter described in subdivision (5) below, is a duly elected member of the Corporation and, is in good standing. When a person seeking "Membership" is a non-owner spouse of an individual who is an owner or, the ownership exists in a trust, the following shall apply for membership consideration.
 - a) Individual owners who hold title to real property in Cape Code Village Club, Inc. may request to the Board of Directors to have their spouse included as a member.
 - b) When the owner is a trust or corporation, a designated individual shall identify which representatives from the the trust or corporation are applying to the Board of Directors for membership to the Club.
 - c) The Board of Directors will confirm or deny "Membership" acceptance into the Club for both spousal and trust membership requests. If the Board of Directors deny the membership request, the requester has the right to appeal the decision to the general membership at the next scheduled meeting. A final decision rendered by a two thirds vote of the membership present and proxy shall rule.
- (4) "Membership" individuals are entitled to one voting member who shall be: (a) entitled to vote at corporate meetings, and (b) required to pay dues. Such owner shall be known as a voting member for the purpose of defining voting rights. A voting member shall be entitled to only one (1) vote regardless of how many residences or parcels of real property owned in Cape Cod Village Club Inc.
- (5) Cape Cod Village Club Inc., shall mean the property shown on the revised map of Cape Cod Village Club Inc., dated June 28, 1963 and the land consisting of three (3) lots and buildings on the West side of Route 9N, and the North Beach properties, in the Town of Hague and the State of New York.

- (6) A member in good standing is a member who meets all of the appropriate conditions of these ByLaws and has complied with all the deadlines for all maintenance and special assessments as established by the Board of Directors and approved by the membership.

Objects of Corporation

Section 1.3. The objects of the corporation shall be:

- A. To provide a non-profit recreational residential community, consisting of approximately thirty one (31) single family residences, having community access and certain rights as follows:
- (1) To use the South and North Beach Areas.
 - (2) To use recreational areas and playgrounds in Cape Cod Village Club, Inc., known as the "greens".
 - (3) To use the Club House.
 - (4) To use the boat piers and recreational equipment owned by the Corporation.
 - (5) To purchase, hold and maintain in good condition all corporate property.
 - (6) To operate and maintain in a proper operating condition the water supply system for the use of members for a period commencing weather permitting about Mid-May, and ending about October 15 or later at the discretion of the Board of Directors. The Corporation must have a person qualified to operate such system as required by law.
 - (7) To establish, impose and enforce regulations with respect to the use of all corporate facilities.
 - (8) To cooperate with the Lake George Park Commission, the New York State Department of Environmental Conservation and the State of New York and other state and local agencies for the preservation of the waters of Lake George and the lands and waterways adjoining the same.
 - (9) To operate Cape Cod Village Club, Inc., in accordance with the laws of the State of New York and the Town of Hague, especially with respect to the water system and sanitary facilities.
 - (10) To promote cooperation among owners in Cape Cod Village Club, Inc.

ARTICLE II
Membership

Section 2.1. Membership shall be limited to those persons identified in [Section 1.2, sub-section \(3\)](#), and who;

Section 2.2.

- (1) make application accompanied with the \$10.00 fee to be a member on a form prescribed by the Secretary;
- (2) have executed and delivered to the Corporation written notification that the member's house will be for sale as of a particular date. The member must provide the buyer with a copy of the Corporation's By-Laws and a form approved by the Corporation's Board of Directors that shows the purchaser has received the By-Laws and agrees to abide by them. The form signed by the purchaser must be returned to the President of the Corporation before the completion of the sale of the member's residence.

Section 2.3.

- (1) Transfer of Real Property; in the event of the sale of real property the owner thereof shall be automatically terminated as a member and the purchaser of such residence or property becomes a member on the day of closing.
- (2) Seniority, with two exceptions, will be determined by the date of the deed that transfers ownership of a property in CCVC.
 - a) One exception will be that in the event an existing owner buys (or exchanges for) a different property within CCVC, his/her seniority will not change.
 - b) The second exception will be where there is transfer of majority (more than 50%) ownership of the property in CCVC within the immediate family and the transferor successfully petitions the CCVC Board of Directors for retention of voting rights, dock seniority, or both.
- (3) Immediate family means child or children, natural or adopted, or stepchild or stepchildren.

- (4) The CCVC Board will compiled a current list of owner's seniority and provide copies of the list to the CCVC membership. Annually, thereafter, the Board will have the seniority list updated and provide copies to CCVC members at the May membership meeting.
- (5) When majority ownership transfers within the immediate family, whether to a person or persons or through a trust, partnership, joint venture, corporation, or similar arrangement, but if the transferor wishes to retain his/her voting rights and/or dock seniority, the transferor must petition the CCVC Board. There must be an initial petition and an annual petition thereafter, each to be submitted to the President of the CCVC Board prior to April 1 of any year. The initial petition must have the representation that the majority transfer, whether to a person or persons or through a trust, partnership, joint venture, corporation, or similar arrangement, is within the immediate family. The initial petition must also represent:
 - a) That the transferor will continue to be the primary resident of the property and wants to retain his/her voting privileges; or
 - b) That the transferor will continue to be the primary resident, will actively use his/her boat, and wants to retain his/her dock seniority;
 - c) Both
- (6) The initial petition will be voted on by the CCVC Board. If the petition is accepted, the transferor will retain his/her voting rights or dock seniority or both.
- (7) If the petition is not accepted, the Board will provide an explanation for its decision and the transferor will have the right to appeal to the full CCVC membership at its next meeting. A two-thirds majority vote by the membership will be required to over-rule the decision of the Board.
- (8) The subsequently-required annual petition must be made prior to the scheduled May CCVC membership meeting and must have the representations:
 - a) That the transferor will continue to be the primary resident of the property and wants to retain his/her voting privileges; or
 - b) That the transferor will continue to be the primary resident, will actively use his/ her boat, and wants to retain dock seniority; or
 - c) Both

- (9) The petition will be voted on by the CCVC Board. If the petition is accepted, the transferor will retain his/her voting rights or dock seniority or both. If the petition is not accepted, the Board will provide an explanation for its decision and the transferor will have the right to appeal to the full CCVC membership at its May meeting. A two-thirds majority vote by the membership will be required to over-rule the decision of the Board.
- (10) Failure to petition the Board, either initially or annually thereafter, will automatically cause the transferor to lose the right to vote and/or dock seniority. Once the transferor loses the right to vote or dock seniority, whether by failure to petition the CCVC Board or by CCVC Board vote not over-ruled, such loss will be permanent, and the transferee will at that time gain the right to vote and/or become the lowest in dock seniority.
- (11) If the petitioner, either at the time of the initial petition or at the time of a subsequent petition, is a CCVC Board member, he/she will not be permitted to take part in the decision about the petition nor vote on his/her petition.

Section 2.4. Each applicant for membership shall be furnished with a copy of the ByLaws and the rules and regulations adopted by the Board of Directors, and approved by the membership.

Section 2.5. Each member shall receive a certificate of membership.

Section 2.6. All proceedings regarding membership shall be strictly confidential.

Section 2.7. Upon the death of any member leaving a surviving spouse, the certificate of membership shall automatically pass to such spouse or an immediate family member(s).

Section 2.8. Members who are separated from membership shall forfeit all rights and privileges accorded to members by the ByLaws and their certificates of membership shall upon such separation be shall be voided by the Corporation.

ARTICLE III

Government

Section 3.1. The general management of the affairs, funds and property of the Corporation shall be vested in the Board of Directors, who shall be elected pursuant to Article V of these ByLaws. The number of Directors shall not be less than three (3) and no more than ten (10).

Section 3.2. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and a Board of Directors composed of four officers and up to six members, one of whom shall be a resident of the State of New York.

ARTICLE IVMeetings/Parliamentary Authority

- Section 4.1. There shall be two (2) meetings each calendar year. The first meeting of the year shall be on the Saturday preceding Memorial Day. The second meeting of the year shall be the annual meeting and shall be on the Saturday preceding Labor Day. The dates of the above-mentioned meetings may be postponed by the Board of Directors on notice to the membership and the postponed date shall not be more than fourteen (14) days from the date fixed for such meeting by the ByLaws.
- Section 4.2. Special meetings of members may be called by the President at any time or upon request of four (4) members of the Board of Directors or upon request of nine (9) voting members in good standing, made to such officer in writing. Such notice shall state the reasons for such meeting, the business to be transacted and by whom called. At such special meeting, unless all of the voting members present in person or by proxy consent thereto, there shall only be considered such business as is specified in the notice of meeting and no other business.
- Section 4.3. At all meetings of the Corporation, either regular or special, a majority of all voting members in good standing, present in person or by-proxy, shall constitute a quorum.
- Section 4.4. If a quorum is not present at any meeting the presiding officer may adjourn the meeting to a specific day and hour, but such adjourned date shall not be more than fourteen (14) days from the date fixed for such meeting by the ByLaws. If the meeting is to be a regular meeting and not more than seven (7) days from the date fixed for such meeting by the notice thereof, the meeting shall be a special meeting.
- Section 4.5. All notices of regular and special meetings, together with a proxy shall be mailed by the Secretary to all members' addresses as they appear on the membership roll book at least fifteen (15) days but not more than thirty (30) days before the date of such meeting. If more than one person is an owner of a real property in said Cape Cod Village Club, Inc., only one notice need be sent to the owners of such real property.

- Section 4.6. All questions which may arise at a meeting, the manner of deciding which is not otherwise prescribed by the ByLaws, shall be decided by a majority of the voting members present in person or by proxy.
- Section 4.7. Election of officers and directors shall be by ballot if there's more than one candidate and there shall not appear on such ballot any writing, mark or figure which might identify the person who cast the ballot.
- Section 4.8. At any regular or special meeting, if a majority of the persons present in person or by proxy so approve, any question may be voted upon in the manner provided for the election of officers and directors as specified in Section 4.7 of this Article IV.
- Section 4.9. A member of the Corporation entitled to vote at a meeting as provided in subdivision (4) of Section 1.2 of Article I, may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after sixty (60) days from the date of its execution.
- Section 4.10. Order of Business. The order of business shall be as follows at all the meetings of the Corporation and Board of Directors:
1. Calling of the Roll.
 2. Proof of Notice of Meeting or Waiver of Notice.
 3. Reading of minutes.
 4. Receiving of Communications.
 5. Election of Officers.
 6. Reports of Officers.
 7. Reports of Committees.
 8. Unfinished Business.
 9. New Business.

Any question as to priority of business shall be decided by the Chair without debate.

The order of business may be altered or suspended at any meeting by a majority vote of the members present who are entitled to vote as specified in subdivision (4) of Section 1.2 of Article I.

Section 4.11. Meetings of the Board of Directors shall be held at such time and place as determined by a majority of the members of the Board. Notice of regular or special meetings of the Board shall be given by the President or Secretary to each member thereof, at least three (3) days prior to the date fixed for such meeting. Such notice may be given verbally, or in writing.

Section 4.12. A majority of the Board of Directors shall constitute a quorum.

Section 4.13. At a meeting of the Board of Directors, each Director shall be entitled to one (1) vote. Such vote must be cast in person and may not be cast by proxy.

Section 4.14. The rules contained in the current edition of "Robert's Rules of Order Newly Revised." shall govern the Cape Cod Village Club, Inc., in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt.

ARTICLE VElection Of Officers and Directors

Section 5.1. The Officers and Directors of the Corporation shall be elected by the membership at the annual meeting for a two (2) year term, effective upon adjournment of the annual meeting. Each candidate for office must be a member in good standing of the Corporation and shall be nominated from the floor by recommendation of the Nominating Committee or by a member in good standing from the floor at the Annual Meeting for three (3) Directors and four (4) Officers. Each voting member in good standing shall be entitled to one (1) vote for each officer and each director to be elected and the candidate receiving a majority of the votes cast shall be declared elected.

ARTICLE VI

Vacancies In Office

Section 6.1. If a vacancy occurs among the officers or in the Board of Directors, the vacancy shall be filled for the unexpired term by the Board of Directors from the membership roll.

ARTICLE VIIDuties And Power Of The Board Of Directors

Section 7.1. The Board of Directors shall have general charge and management of the affairs, funds and property of the Corporation, and it shall carry out the purposes of the Corporation according to the Certificate of Incorporation and By-Laws. Board members are required to act in good faith and in the best interest of all members, to determine whether the conduct of any member violates the rules and regulations of the Corporation and to fix the penalty for such misconduct or any violation of the By-Laws or Rules and Regulations as defined in Section 7.4 set forth below.

Section 7.2. In addition to any other duties imposed upon the Board of Directors by this Article or any Article of the By-Laws, the Board of Directors shall have the duty and responsibility of:

- (a) making rules and regulations for the conduct of members, their families and guests and for the use of corporate property and facilities and equipment and defining and limiting the rights and privileges of members, their families and guests, not inconsistent, however, with anything contained in the By-Laws. Such rules shall be approved by a two-thirds (2/3rds) of all voting members present in person or by proxy of the Corporation at a regular or special meeting thereof, before they shall become effective.
- (b) making and levying assessments against owners of residences or real property in Cape Cod Village for the purpose of paying taxes on corporate property and expenses for the management and operation of the Corporation and the maintenance and repair of its property.
- (c) the Board of Directors shall prepare and submit at each annual meeting, a budget which shall be approved by a majority vote of the members entitled to vote as provided in subdivision (4) of Section 1.2 of Article I hereof. Such budget shall constitute the normal operating budget for taxes, repairs, maintenance and administration expenses for the ensuing year.

- (d) maintaining and preserving the official records of the Corporation in a safe and protected location.
- (e) Any capital improvement or repair in excess of THREE THOUSAND (\$3000.00) DOLLARS shall be a separate item in the budget and except in an emergency must be approved with the proposed method of financing by a majority of the voting members of the Corporation at a regular meeting or at a special meeting called for the purpose of considering such capital improvement and the method of financing it.
- (f) arranging for Officers and Directors insurance and adequate insurance against the damage or destruction of corporate property by fire or other casualty and for the protection of the corporate property and the members of the Corporation against any liability arising out of the use of corporate property or facilities.
- (g) contracting for personnel to perform services required for the proper maintenance and operation of corporate property and the administration of the Corporation and its facilities and affairs.

Section 7.3. Enforcement: if a member is in violation of, or does not conform to the By-Laws and Rules and Regulations of the Corporation, notice of the violation shall be submitted to the Board of Directors by any member. If the Board of Directors has reason to believe there may be a violation, written notice of same shall be forwarded to the member and delivered personally or by certified mail with return receipt and restricted delivery selections. The member will within ten (10) days of receipt of said notice either resolve or initiate a solution to the alleged violation or request a hearing before the Board of Directors.

A hearing can be held in person or through telecommunications, whichever is most appropriate at the time and under the circumstances. If the Board, following the hearing, determines that no violation has occurred the member shall be so notified in writing and the matter will be discontinued. If however the Board determines that a violation has occurred it shall provide the member with notice of its finding by delivering same personally or by certified mail with return receipt and restricted delivery selections. Said notice shall specify in detail the finding of the Board, the reason for its determination, the steps it will require the member to take to cure the violation and a reasonable time frame for the member to cure said violation.

If the violation continues after the time allowed for curing same has elapsed the members voting rights and membership privileges shall be immediately automatically suspended. In the event the matter or the violation is pursued civilly through the courts and the member is found to have violated the By-Laws, or Rules and Regulations of the Corporation, the Corporation shall be entitled to recover against said member all of the costs of disbursements including attorney's fees incurred in the litigation of this matter.

ARTICLE VIIIDuties Of Officers

Section 8.1. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and of the Board of Directors and shall appoint such Committees as the President or the Corporation shall consider expedient or necessary. Committee members shall serve for a period of two (2) years. In addition to the abovementioned duties and any other duties delegated to the President by the ByLaws, the President shall have the following duties:

- (a) shall present at each annual meeting a report concerning the affairs of the Corporation; shall ensure that all reports as required by law are properly filed, maintained and retained, and shall be one of the officers in addition to the Treasurer who may sign checks on behalf of the Corporation.
- (b) shall be a member, *ex officio*, of all Committees, except the Nominating Committee.

Section 8.2. In the absence or disability of the President, the Vice President shall perform such duties and may exercise all of the rights, powers and privileges conferred upon the President by the Certificate of Incorporation or the By-Laws. In the absence of both the President and Vice President, the Treasurer shall preside and assume the duties of the President. The Vice President's duties shall include dock master responsibilities.

Section 8.3. The Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors and shall give notice of all meetings of the Corporation and of the Board of Directors in accordance with Article IV of the ByLaws. The Secretary shall be the official custodian of all records and of the seal of the Corporation. In addition to the above duties and any other duties delegated to the Secretary by the Certificate of Incorporation or the ByLaws, the Secretary shall have the following duties:

- (a) present to the membership at each membership meeting and at each meeting of the Board of Directors, any and all communications addressed to the Corporation or any member of the Board of Directors.

- (b) attend to all correspondence of the Corporation and perform all duties incident to the office of Secretary.

Section 8.4. The Treasurer shall:

- (a) have the care and custody of all monies and securities of the Corporation.
- (b) cause to be deposited in a financial institution designated by the Board of Directors all monies received on behalf of the Corporation.
- (c) sign checks drawn on the corporate accounts.
- (d) render to the Board of Directors and membership an accounting and report of the year's operation at the end of each fiscal year. The fiscal year is January 1 to December 31.
- (e) perform all other duties incident to the office of Treasurer. I

Section 8.5. The President, Vice President or Treasurer shall, on being so directed by the Board of Directors, sign on behalf of the Corporation, all contracts or other instruments in writing.

Section 8.6. No officer or Director shall by reason of such office be entitled to receive any salary or compensation from the Corporation, but nothing herein contained shall be construed to prevent an officer or Director from receiving from the Corporation compensation for services performed in a capacity other than as an officer or Director.

ARTICLE IXFees, Dues and Assessments

Section 9.1. The Board of Directors may assess the owners of real property in Cape Cod Village Club, Inc., for the purpose specified in Section 7.3 of Article VII. The owners of real property shall be liable for a proportionate share of such assessment, and if more than one person owns real property, such owners shall be jointly and severally liable for a proportionate share of such assessment. The assessment shall be due and payable to Cape Cod Village Club, Inc. and sent to the Treasurer on such date as directed in the Notice of Assessment as sent to each owner. Assessments paid thirty (30) days late will be assessed a ten (10%) percent penalty. After sixty (60) days, the rights and privileges of a member may be suspended or revoked upon notification by the Treasurer of their delinquent status. However, if the Treasurer is notified by a member of personal hardship, no penalty may be assessed; but the member shall be expected to pay at a mutually agreed upon reasonable time. The Board of Directors shall be notified within ten (10) days if a member is in arrears.

ARTICLE XCape Cod Village Club Inc., Criteria For Architectural Committee

Section 10.1. No member shall erect, place or alter any building on any lot or building site in Cape Cod Village Club Inc. that does not conform to the overall building height of twenty-two (22) feet and the square footage of 1400' on a footprint as measured from the existing foundation. For the purpose of this Section, porches, stoops, bays and covered areas, shall be considered a part of a building.

Any building or any part thereof, constructed, altered or improved subsequent to the date of the adoption of these ByLaws, shall conform to those rules and regulations as set forth by the Town of Hague building code and or ordinance.

Section 10.2. Structures in existence on August 1, 1993, that do not conform to the architectural restrictions imposed herein shall be allowed to exist. If, however, said nonconforming structures are removed from the property voluntarily or are destroyed by fire or some other casualty, the replacement structure shall be designed to conform with the architectural standards set forth in these by-laws or any amendment or modification thereto, with the exception of existing structures.

Section 10.3. Any member planning construction of a new home, major remodeling, renovation or an addition, may be required to have their architect/builder, present at an Architectural Committee hearing/meeting and a Board of Directors meeting for the purpose of explaining in detail, using their prepared plans, the following: size and overall dimensions, external structure and design changes, character, balance, scale/proportion and symmetry with the existing community and surrounding area.

Construction plans and specifications must be approved by the Architectural Committee and Board of Directors prior to applying for any building permits or variances at the Town or County.

- (1) (a) Simultaneously with the submission of the plans to the Architectural Committee and the Board of Directors, one set will be made available to the general membership. This set of plans will be available for membership review at the residence

of the Club President located within the Cape Cod Village Club, Inc.

- (b) There shall be no changes in the plans once they have been approved unless the member and architect/designer/builder appears before the Architectural Committee and the Board of Directors to provide a clearly defined description of change(s) and same are approved by the Committee and the Board. A written notice of change(s) should then be prepared by Architectural Committee and distributed to general membership.

Section 10.4. There is to be no major construction which would be disruptive to the peace/tranquility and character of the other homes and property during the months of July and August.

Work in general on grounds or external home repair, cannot begin before 8:00 a.m. and must end by 8:00 p.m.

Section 10.5. If the Architectural Committee and Board of Directors deny the building request of a member, said member has the right to appeal the decision to the general membership at the next scheduled meeting. A final decision rendered by a two thirds vote of the membership present and proxy shall rule.

ARTICLE XIArchitectural Committee

Section 11.1. The Architectural Committee shall be composed of at least three (3), but no more than five (5) members, as determined by the chairman, who shall be appointed for a term of two (2) years. No member of said Committee shall be entitled to any compensation for services rendered as a member of such Committee.

Section 11.2. The Architectural Committee shall review proposed alterations to existing residences and the design of new residences to provide for continuity of the character and integrity of Cape Cod Village and the continued esthetics and harmony existing therein.

ARTICLE XIICape Cod Village Club Inc.
Rules And Regulations - Land Use

Section 12.1. Any cosmetic change to Corporate Property, i.e., pier area (whips, lifts) should be brought before the appropriate committee for approval.

- (a) No drinking of alcoholic beverages and beverages and food contained in glass containers on beaches or docks. Grills may be used, but no open fires are allowed in the beach area.
- (b) Children under 10 are not allowed to swim without supervision.
- (c) No running on docks and no diving in shallow areas.
- (d) Pets are not allowed on Club grounds or in cottages, with the exception of house-bound domesticated cats that are allowed.
- (e) No crossing private property to North Beach. Use roadway from 9N.
- (f) Seniority is the standard for the assignment of dock space.
- (g) Boating space is assigned by Dock Committee based on seniority.
- (h) Only watercraft up to 16 feet can be launched at Club launch areas. If the watercraft is launched by a vehicle it must be 4 wheel drive capable.
- (i) Boats are not to be used as sleeping quarters.
- (j) The Club House is available for adult functions only. The Club House Lounge is available for adults and children. Keys to the Club House are available from members of the Board of Directors.
- (k) Cars must be parked in designated areas and not on greens. Observe the 10 MPH speed limit. No minibikes, snowmobiles, or camping vehicles to be used on Club grounds.
- (l) No boats larger than 22' in length.
- (m) No fishing under 10 on pier without an adult.
- (n) Member renting their homes must supply a copy of these rules to those people renting their homes.
- (o) Individual members will be responsible for any damage to club or personal property caused by themselves, their renters or visiting guests.

ARTICLE XIIIAmendment Of By-Laws

- Section 13.1. The By-Laws and Rules and Regulations may be amended or repealed only at the annual meeting by an affirmative vote of not less than two-thirds (2/3rds) of all voting members present in person or by proxy as provided in subdivision (4) of Section 1.2 of Article I of these By-Laws.
- Section 13.2. Members shall be given fifteen (15) days notice of any and all proposed changes in the By-Laws in accordance with the provisions of Section 4.5 of Article IV hereof.
- Section 13.3. The By-Laws are to be reviewed every four (4) years.
- Section 13.4. Severability; invalidation of any section of these By-laws or restrictions by judgement or court order shall in no way effect any other provisions which shall remain in full force and effect.

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