

CERTIFICATE OF INCORPORATION

OF

WYNTHORPE MAINTENANCE CORPORATION

FIRST: **The name of the Corporation is; WYNTHORPE MAINTENANCE CORPORATION**

SECOND: The Corporation's registered Agent in *this* State is Wynthorpe Maintenance Corporation. The registered Agent's address is 1200 Pennsylvania Avenue, Suite 301, Wilmington, New Castle County, Delaware, 19806.

THIRD): The nature of the business of the Corporation is to provide for snow removal, maintenance, repair, replacement, and regulation of roads, streets, drives and entrance ways, if not provided by the State of Delaware; to maintain, repair and replace paved common area walkways; to obtain and maintain liability and other insurance; to promulgate and enforce rules and regulations; to maintain and repair the open spaces, pumping station areas, storm water management areas and systems, sanitary sewer systems and utility easements; to accept responsibility (if same is assigned and delegated) to enforce existing restrictive covenants; to accept and hold title to any private roads, streets, opens spaces, storm water management areas and other common facilities; and to perform all other activities allowed by law as provided for the Corporation under Maintenance Declaration to be recorded in the Office of the Recorder of Deeds in and for New Castle County, State of Delaware, for and in connection with the subdivision known as Wynthorpe situate in New Castle Hundred, New Castle County, State of Delaware, as shown on a plan to be recorded in the Office of the Recorder of Deeds aforesaid, as the same may be amended from time to time, subject, nevertheless, to the limitations in the paragraph below

Any responsibility, duty or obligation assumed by. Imposed upon or attributed to the Corporation shall be solely for the benefit of its *members*, no other party shall be deemed a third party

beneficiary hereof or thereof; except New Castle County insofar as required by law or recorded covenant.

FOURTH: The said Corporation is not a corporation organized for profit, and it shall have no capital stock. The members of the Corporation shall be **the** owners of the lands and premises in the Wyntonpe Subdivision, but only for so long as they are and remain such owners as set forth hereinafter. The members shall be required to pay such assessments as may from time to time be levied, less discounts if paid before those certain dates as set from time to time by the Board of Directors for the purposes of the Corporation. At all the meetings of the Corporation the owners of each lot shall be entitled collectively to cast such vote or votes as provided for in the By-Laws, which vote or votes may be cast in person or by proxy.

Class A

Class A members shall be all owners of subdivided lots excepting the Declarant and excepting any other person or entity which acquires title to all or a substantial portion of the subdivision for the purpose of developing thereon a residential community. Class A member shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest or interest in *any* lot all such persons shall be members, and 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 member shall be the Declarant, its successors and assigns. The Class B membership shall be entitled to one vote for each lot in which it holds the interest required for membership, provided that upon the happening of either of the following events, whichever first occurs, the Class B membership shall cease and be converted to Class A membership:

- (a) When, in its discretion, the Declarant so determines, or

- (b) When a purchaser of an individual lot takes title thereto from the Declarant, at which time the purchaser becomes a Class A member and the membership of the Declarant with respect to such lot shall cease.

From and after any of these events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one vote for each lot in which it holds the interest required for membership.

At the regular annual meeting of the Board of Directors of the Corporation in each year, the Directors shall levy an assessment for the purposes of the Corporation upon property owners of each parcel of land. Said assessment shall in any year be apportioned pursuant to a method to be established in the By-Laws, and it shall be payable on such date or dates, subject to such discount or discounts, if paid before certain dates, all as the Board of Directors may fix from time to time. To the extent that any such assessment shall remain unpaid after they are due in any year for which assessment is made, it shall become a lien on said lot or lots and may be recovered by appropriate execution and sale of said parcel of land by the Corporation or its attorney, subject nevertheless to governmental charges and mortgages. Notwithstanding the foregoing, however, the Board of Directors may elect to make the annual assessment payable semiannually, quarterly, or monthly, and may assess for a partial year in the Corporation's first year of existence. The Board of Directors may also elect to levy special assessments pursuant to the relevant provisions in the By-Laws.

Nothing herein shall be regarded as imposing on the members personal liability to the Corporation's creditors. Nothing herein shall authorize the Corporation to make levies or assessments except for a proper corporate purpose as set forth in this Certificate or the By-Laws, unless this Certificate or the By-Laws have been amended to expand or change such purpose by unanimous vote of all members.

FIFTH: The name and mailing address of the incorporator is as follows:

Samuel J. Frabizzio, Esquire
1200 Pennsylvania Avenue
Suite 301
Wilmington, DE 19806

SIXTH: The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation. The business and affairs of the Corporation shall be carried on by a Board of Directors which shall consist of no less than two (2) nor more than six (6) persons elected for such term or terms as may be fixed by the By-Laws and said By-Laws may be amended as therein provided. Any vacancy occurring in the Board of Directors may be filled by a majority of the remaining members of the Board until the next annual meeting of the members. The incorporator shall designate the persons who are to serve as the Directors of the Corporation until their successors are elected and qualified in accordance with the By-Laws .

Prior to the first year that the Declarant holds title to no more than two (2) lots for which no certificate of occupancy has been issued, the Directors appointed by the incorporator (the "Initial Directors") shall serve as the Board of Directors of the Corporation, with the sole power to elect their successors and to fill any vacancies. Thereafter, the Directors shall be elected as provided in the By-Laws.

SEVENTH: A Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the Director derived an improper personal benefit.

EIGHTH: The power to make, alter or repeal By-Laws shall be in the members of the Corporation as set forth in the By-Laws. This Certificate of Incorporation may not be amended except with the approval of (i) at least two-thirds (2/3) of all members of the Corporation, and (ii) the entire Class B membership

NINTH: The election of the Directors of the Corporation need not be by ballot unless the By-Laws of the Corporation shall so provide.


TENTH: The Corporation shall be considered a "civic organization" as defined in 9 Del.C. §8109(a)(1) and is subject to the following provisions:

- i) The Corporation is not organized for profit or is or may be qualified as an exempt organization under §501(c) of the Internal Revenue Service Code of 1954 [26 U.S.C. §501(c)], as amended;
- ii) No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual; and
- iii) Upon liquidation or dissolution of the Corporation, or abandonment by the Corporation, none of the assets of the Corporation nor benefits from its property will inure to the benefit of any person or organization except a community chest, fund, foundation, government, governmental agency, civic organization, maintenance corporation or other nonprofit organization.

ELEVENTH: In the event of liquidation or dissolution of the Corporation, the assets of the Corporation shall be conveyed to the County of New Castle County, State of Delaware or as otherwise required by applicable law.

TWELFTH: Notwithstanding anything to the contrary elsewhere contained in this Certificate of Incorporation, during such times as there is in existence at least one (1) Class B member of the Corporation, the following actions of the Corporation shall require the prior approval of the United States Department of Housing and Urban Development and the United States Veteran Administration; annexation of additional real property other than such property that is mergers and consolidations of the Corporation, mortgaging of common area of the Corporation, and dissolution of this corporation."

THE UNDERSIGNED, being the incorporator for the purpose of forming a corporation pursuant to Chapter I, Title 8, of the Delaware Code, entitled "General Corporation Law," and the acts amendatory thereof and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and certifying that said instrument is his act and deed and that the facts stated herein are true, and accordingly has set his hand and seal the 29th day of January, 1998.



Samuel J. Frabizzio - Incorporator

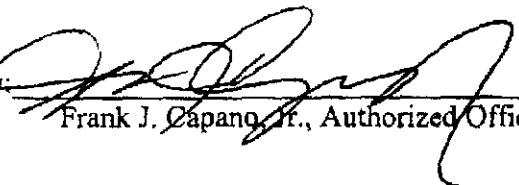
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**CERTIFICATE OF CORRECTION
FILED TO CORRECT A CERTAIN ERROR IN THE
CERTIFICATE OF INCORPORATION**

BELLEWOODE MAINTENANCE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the corporation is BELLEWOODE MAINTENANCE CORPORATION.
2. That a Certificate of Incorporation was filed by the Secretary of State of Delaware on January 30, 1998, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate to be corrected is that the name of the corporation was incorrectly spelled.
4. Article 1 of the Certificate is corrected to read as follows: **"The name of the corporation is BELWOODE MAINTENANCE CORPORATION."**
5. Article 2 of the Certificate is corrected to read as follows: **"The Corporation's Registered Agent in this State is BELWOODE MAINTENANCE CORPORATION."**

IN WITNESS WHEREOF, said Board of Directors has caused this Certificate to be signed by Frank J. Capano, Jr., an authorized officer, this 10th day of July, 1998.

By: 
Frank J. Capano, Jr., Authorized Officer

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

WYTHORPE

~~BELWOODE~~ MAINTENANCE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That at a meeting of the Board of Directors of **BELWOODE MAINTENANCE CORPORATION**, a Resolution was duly adopted setting forth a proposed Amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The Resolution setting forth the proposed Amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article 1 so that, as amended said Article shall be and read as follows:

1. **The name of the corporation is Wythorpe Maintenance Corporation.**

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Board of Directors has caused this certificate to be signed by Frank J. Capano, Jr., as President, and Michael M. Capano, as Secretary, this 31st day of November, 1999.

Attest:

[Signature]
Michael M. Capano, Secretary

By:

[Signature]
Frank J. Capano, Jr., President