

#2454934

CERTIFICATE OF INCORPORATION
OF
FRENCHTOWN WOODS TOWNHOUSE MAINTENANCE ASSOCIATION

FIRST: The name of this corporation is Frenchtown Woods Townhouse Maintenance Association.

SECOND: Its registered office in the State of Delaware is located at 702 First State Boulevard, Wilmington, New Castle County, Delaware 19804, and the name of its registered agent at such address is the corporation itself.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, except as herein expressly limited.

The objects and purposes of the corporation are to transact, promote and carry on any and all things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, as principal, agent, contractor, trustee, or otherwise, and either alone or in company with others, viz:

To maintain in good condition the paved areas, overflow parking, sidewalks, curbing, landscaping, berms, open space and other improvements (the "common amenities") shown on the Record Major Subdivision Plan of Frenchtown Woods Townhouses; to levy and collect assessments for the purpose of maintaining said common amenities; and generally to carry on any business or undertaking incidental to the foregoing; provided, however, the corporation shall not be empowered to become and/or promote or represent a guild or union to any extent whatsoever or lobby for or against any legislation whether municipal, county, state, federal or otherwise.

FOURTH: This corporation shall be a membership corporation.

The classification, rights and conditions of membership of this corporation shall be such as may be stated from time to time in the By-Laws, provided, however, record owners of lots shown on the Record Major Subdivision Plan of Frenchtown Woods Townhouses of record in the Office of the Recorder of Deeds in and for New Castle County, Delaware, shall be members of this corporation by virtue of such ownership.

In liquidation or dissolution, either voluntary or involuntary, the net assets of the corporation shall be dedicated or distributed to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication or distribution is refused acceptance, such net assets shall be granted, conveyed and assigned to any non-

profit corporation, association, trust or other organization to be devoted to the purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

FIFTH: This corporation shall not be for profit, nor shall it have any capital stock. It shall be governed and controlled by a Board of Directors, the size of which shall be established by the By-Laws, but shall in no event be less than three (3) directors. Officers shall be elected in accordance with the By-Laws.

SIXTH: The name and mailing address of the incorporator is Ann C. Conly, 301 South DuPont Road, Suite H, Wilmington, Delaware 19804.

SEVENTH: The existence of this corporation is to be perpetual.

EIGHTH: The private property of the incorporator, members, directors, and officers shall not be subject to the payment of the corporate debts to any extent whatever.

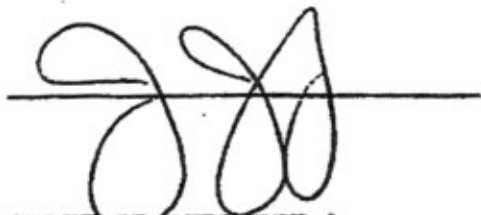
NINTH: The Board of Directors shall have power to make and to alter or amend the By-Laws, and to authorize and cause to be executed bonds, mortgages, and liens without limit as to amount upon the property and franchises of this corporation. By-Laws of the corporation may be adopted by the directors at any regular meeting or at any special meeting called for the purpose. The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to inspection. The directors shall have the power by a resolution passed by a majority vote of the whole board under suitable provisions of the By-Laws, to designate two (2) or more of their number to constitute an Executive Committee, which Committee shall for a time being as provided in said resolution or in the By-Laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the corporation, and shall have the power to authorize the seal of said corporation to be affixed to all papers which may require it.

TENTH: The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statutes of the State of Delaware, and all rights conferred on officers, directors, and members herein are granted subject to this reservation.

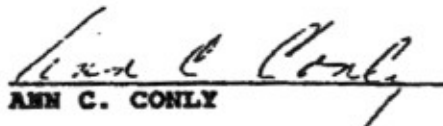
I, **THE UNDERSIGNED**, incorporator named herein, for the purpose of forming a corporation to do business within and without the State of Delaware, and in pursuance of and under the

laws of the State of Delaware, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, I have hereunto set my hand and seal this 23rd day of November, A.D., 1994.

In the presence of:

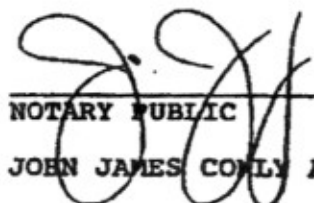


STATE OF DELAWARE)
) SS.
NEW CASTLE COUNTY)

 (SEAL)
ANN C. CONLY

BE IT REMEMBERED that on this 23rd day of November, A.D., 1994, personally came before me, the Subscriber, a Notary Public for the State and County aforesaid, Ann C. Conly, party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be her act and deed and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of Office the day and year first above written.


NOTARY PUBLIC
JOHN JAMES CONLY ATTORNEY AT LAW.

