

CERTIFICATE OF INCORPORATION

OF

MIDDLE RUN CROSSING SERVICE CORPORATION

FIRST: The name of this corporation is: MIDDLE RUN CROSSING SERVICE CORPORATION.

SECOND: The address of the corporation's registered agent in this State is: 222 Delaware Avenue, Post Office Box 2306, New Castle County, Wilmington, Delaware, 19899. The registered agent at such address shall be Delaware Corporate Services Inc.

THIRD: The nature of the business of the corporation is to provide for snow removal, maintenance, repair, replacement and regulation of roads, streets and entrance ways, if not provided by the State of Delaware; to maintain and repair as required all "Stormwater Management Areas"; to maintain, repair and replace walks, paving, playground equipment; landscaping and other improvements, if any, on all Open Spaces; to mow Open Spaces; to obtain and maintain liability and other insurance; to promulgate and enforce rules and regulations; to accept responsibility (if same is assigned and delegated); to enforce existing restrictive covenants; and to accept and hold title to roads, streets, Open Spaces and storm water management systems; all for and in connection with the real estate development or subdivision known as Middle Run Crossing (the "Community") situate in Mill Creek Hundred, New Castle County, State of Delaware, as shown on Microfilm No. 11762, Recorder of Deeds Office, New Castle County, State of Delaware, as same may hereafter from time to time be

expanded to include additional lots and parcels of land; and to levy assessments and take all other actions necessary, desirable or incident to accomplish and exercise the corporation's purposes, powers and duties.

FOURTH: The said corporation is not a corporation organized for profit, and it shall have no capital stock. The initial members of the corporation shall be the owners of lots 1 through and including 70 in Section 1, but only for so long as they are and remain such owners. As home construction hereafter occurs from time to time within other sections of the Community (i.e., Sections 2, 3 and 4, containing altogether an additional 150 lots), the owners of the lots in such Section then being improved shall become members of the corporation. The members shall be required to pay such assessments for lots on which a home has been constructed and conveyed to the homeowner-member as may from time to time be levied by the corporation for its purposes, less discounts if paid before those certain dates as set from time to time by the Board of Directors. Subject to the provisions of paragraph FIFTH hereof, at all the meetings of the members of the corporation, the owners of each lot shall be entitled collectively to cast one vote, or if any member or members own more than one lot then they may collectively cast one vote for each lot owned, which vote may be cast in person or by proxy.

FIFTH: Prior to the time that Pulte Home Corporation and/or S. Hallock duPont, Jr., William K. duPont and Richard S. duPont, or their successor in title (excluding individual homebuyers) hold

title to no more than twenty-five percent (25%) of the lots, the Directors appointed in this Certificate of Incorporation (the "Initial Directors") or their successors shall act as the Board of Directors of the corporation, with the sole power to elect their successors and to fill any vacancies on the Board of Directors. Thereafter, the members shall be entitled to elect the Board of Directors.

SIXTH: Prior to the year in which Pulte Home Corporation and/or S. Hallock duPont, Jr., William K. duPont and Richard S. duPont, or their successor (excluding individual homebuyers) hold title to no more than twenty-five percent (25%) of the lots, the Board of Directors shall establish the annual assessment for the corporation's purposes levied against each lot for which a Certificate of Occupancy has been issued, except that such annual assessment shall not exceed \$100.00 without the consent of Pulte Home Corporation so long as it owns any lot. At the first annual meeting of members at which such members are entitled to elect the Board of Directors, and at each regular annual meeting thereafter, the Board of Directors shall establish the amount of annual assessment for the coming year, and the Board of Directors shall thereafter promptly levy such assessment for the purposes of the corporation upon property owners of each lot or lots on which a residence has been constructed and for which a permanent Certificate of Occupancy has been issued. Assessments shall be the same for all such lots, and shall be payable annually in advance on the first day of June in each year, subject to such discount or

discounts, if paid before certain dates, as the Board of Directors may fix from time to time. If the Corporation has borrowed money to pay for its expenses, the annual budget shall be sufficient to repay such borrowing, with interest, in not more than three (3) years. To the extent that any such assessment shall remain unpaid after June 1 of the year for which such assessment is made, it shall become a lien on the lot with respect to which the assessment was made, and may be recovered by appropriate execution and sale of said lot or lots by the corporation or its attorney, subject nevertheless to institutional first mortgages. Notwithstanding the foregoing, however, the Board of Directors may elect to make the annual assessment payable semi-annually, quarterly, or monthly.

SEVENTH: Nothing herein shall be regarded as imposing on the corporation's directors, officers or 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, unless this Certificate has been amended to expand or change such purpose by unanimous vote of all members.

EIGHTH: The name and mailing address of the Incorporator is as follows:

Delaware Corporate Services Inc.
222 Delaware Avenue
Post Office Box 2306
Wilmington, DE 19899

NINTH: The business and affairs of the corporation shall be carried on by a Board of Directors which shall consist of no less than two nor more than five 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 may be filled by a majority of the remaining members of the Board until the next annual meeting of the members. Upon the filing of this Certificate of Incorporation, the Board of Directors shall consist of the following persons: John Bittner, Stephen Anderson and Amy Fagan.

TENTH: This corporation shall have the power to acquire by purchase, devise or donation, or in any other manner, and to dispose of, any property or property rights, real or personal, and to enter into and perform any and all contracts and to mortgage, pledge, restrict the use of, or otherwise encumber any of its property and to draw, make, endorse and accept promissory notes and bills of exchange, provided that any such action by the corporation shall be for the purpose of carrying out the objects for which it is incorporated. Without limiting the foregoing, this corporation shall have the right, power and authority to grant utility or other beneficial easements across any of the Open Spaces to which it holds title. At such time as additional sections of Middle Run Crossing are developed by the construction thereon of new homes and site improvements, the purposes, powers, duties and responsibilities of the corporation, and its members, shall likewise expand to encompass and include the additional sections, lots, roads and areas being improved.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Title 8, Chapter I 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 the facts stated herein are true, and accordingly has set her hand and seal the _____ day of _____, 1994.

By:

Delaware Corporate Services Inc.
Incorporator