

CERTIFICATE OF INCORPORATION
OF
RIVER WALK MAINTENANCE CORPORATION

FIRST: The name of the Corporation is: River Walk Maintenance Corporation.

SECOND: The Corporation's registered Agent in this State is River Walk 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 River Walk situate in White Clay Creek 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 River Walk 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 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.

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 7th day of January, 1997.


Incorporator

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
RIVER WALK MAINTENANCE CORPORATION**

RIVER WALK MAINTENANCE CORPORATION, a corporation organized and existing under the law of the State of Delaware, does hereby certify as follows:

FIRST: That the members of the governing body of said corporation, at a meeting held May 15, 1997, duly proposed an Amendment to its Certificate of Incorporation and at said meeting duly passed a Resolution setting forth the Amendment proposed, declaring their advisability and calling a meeting of the governing body of said corporation for consideration thereof, said meeting being called on a date not earlier than fifteen days and not later than sixty days from the meeting at which the aforementioned Resolution had been passed.

SECOND: That thereafter, pursuant to such call and to due and written notice thereof given to each of the members of the governing body more than two days prior to such date, all as required by the By-Laws of the corporation, a special meeting of the members of the governing body was held and at such meeting there were present at least a majority of the members of the whole number of said governing body of the corporation, to wit: the entire Class B Membership.

THIRD: That said meeting a vote of the members of the governing body was taken for and against the Amendment to the Certificate of Incorporation, said Amendment being as follows:

RESOLVED, that it is hereby proposed that the Certificate of Incorporation of the Corporation be amended so that the same as amended would read as follows:

1. ARTICLE EIGHTH is deleted in its entirety and the following language is inserted in its place: "ARTICLE 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 the members of the Corporation, and (ii) the entire Class B membership.

2. The following Articles are added to the Certificate of Incorporation:

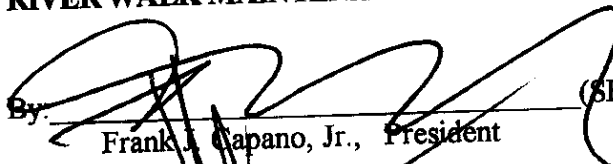
"ELEVENTH: In the event of liquidation or dissolution of the Corporation, the assets of the Corporation shall be conveyed to the County of New Castle County, State of Delaware or as otherwise required by applicable law."

"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."

FOURTH: That at said meeting of the members of the governing body, being the entire Class B Membership, the corporation voted in favor of said Amendment and such Amendment was adopted pursuant to the provisions of Section 242 and Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Frank J. Capano, Jr., President of River Walk Maintenance Corporation has caused his hand and corporate seal to be hereunto affixed, and as attested by the corporate Secretary, on this day 16th of May, 1997.

RIVER WALK MAINTENANCE CORPORATION

By:  (SEAL)
Frank J. Capano, Jr., President

Attest:  (SEAL)
Michael M. Capano, Secretary

STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE

The Board of Directors of River Walk Maintenance Corporation
a Corporation of Delaware, on this the 8th day of
May, A.D. 2001, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is 174 Darling Street
Street, in the City of Newark,
County of New Castle Zip Code 19702.

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is
Charles Robel

River Walk Maintenance Corporation a Corporation of Delaware,
does hereby certify that the foregoing is a true copy of a resolution adopted by the
Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 8th day of May,
A.D., 2001.

By: Charles Robel
Authorized Officer

Name: Charles Robel
Print or Type

Title: President, RMC

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is Riverwalk Maintenance Corporation
2. Its registered office in the State of Delaware is located at 36 Charles Ct (street), City of Newark
Zip Code 19702 County of New Castle the name of its registered agent is Richard Wentling
3. The date of filing of the original Certificate of Incorporation in Delaware was 01-09-1997
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 28th day of February, 2005 same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2005, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 24th day of February A.D. 2006

By: Richard D Wentling
Authorized Officer
Name: Richard D Wentling
Print or Type
Title: President