

**CERTIFICATE OF INCORPORATION
OF
BAYVIEW MANOR MAINTENANCE CORPORATION**

ARTICLE I

The name of this Corporation is **Bayview Manor Maintenance Corporation** (hereinafter referred to as the "Corporation").

ARTICLE II

The Corporation's registered office is located at 824 Market Street Mall, Suite 1000 Wilmington, New Castle County, Delaware 19801. The name of the initial registered agent of the Corporation is Andrew P. Taylor.

**ARTICLE III
PURPOSE AND POWERS OF THE CORPORATION**

The purpose for which the Corporation is formed is to provide that all private open space and common facilities within that certain parcel of land known as Bayview Manor more particularly described on the plan of Bayview Manor dated September 1951 and recorded on September 3, 1954 in the office of the Recorder of Deeds in and for New Castle County, State of Delaware, Vol., 3, Pg., 46 as revised by the record Re-subdivision plan for Bayview Manor prepared by Karins and Associates, dated June 15, 1999, and revised to July 5, 2001 about to be recorded at the office aforesaid, shall be maintained according to the provisions of Chapter 13, Article 27 of the New Castle County Code, and to perform all other duties allowed by law as provided for the Corporation under a Maintenance Declaration by Malcolm K. Beyer, Jr., Trustee Under the Declaration of Trust dated May 14, 1993 (hereinafter referred to as the "Declarant"), recorded February 20, 2001, in the Office of the Recorder of Deeds in and for New Castle County, State of Delaware as instrument number 20010220-0011231 and the Bylaws of the Corporation. The Corporation shall have no power or authority to sell, lease or otherwise encumber land held in the Bayview Manor Maintenance Corporation's name without the written consent of the New Castle County Law Department and Department of Land Use.

**ARTICLE IV
STOCK ISSUANCE**

The Corporation shall not have the authority to issue capital stock.

**ARTICLE V
MEMBERSHIP**

The Corporation is not a corporation organized for profit, and it shall have no capital stock. Every person or entity who is a record owner of a fee or undivided fee interest in any lot

which is subject by covenants of record to assessment by the Corporation shall be a member of the Corporation. This is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Corporation. Ownership of the lot shall be the sole qualification for membership.

ARTICLE VI VOTING RIGHTS

At all meetings of the Corporation, the owners of each lot shall be entitled to cast such vote or votes as provided for in the Bylaws, which vote or votes may be cast in person or by proxy. The Corporation shall have one class of voting membership, Class A. Class A members shall be all owners of subdivided lots and 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 members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. When more than one person holds such interest or interests 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 total vote be cast with respect to any such lot.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors, consisting of two (2) or more directors, not to exceed eight (8). Directors must be members of the Corporation with the exception of the initial board. The names and addresses of the persons who are to act in the capacity of directors of the initial board until the selection of their successors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| Malcolm K. Beyer, Jr. | 138 Beacon Lane Jupiter Inlet Colony FL 33465-3504 |
| Stephen J. Nichols | 2742 Pulaski Highway Newark, DE 19702 |
| James Weldin | B C Consulting Inc. 1110 Pulaski Highway Bear, DE 19701 |

ARTICLE VIII LIABILITIES OF MEMBERS

If employees or agents of New Castle County enter upon property that is owned and titled in the name of Corporation for the purpose of bringing such property into compliance with New Castle County Code, State, or federal law, Members of the Corporation shall be personally liable for debts of the Corporation caused by such corrective action and assessed against the Corporation.

ARTICLE IX LIABILITY and INDEMNIFICATION OF DIRECTORS

A Director shall not be personally liable for monetary damages for a breach of a fiduciary duty as a director unless: (i) such breach constitutes a breach of the duty of loyalty to the corporation or its members; (ii) the act or omission was not in good faith or otherwise involved intentional misconduct or a knowing violation of law or (iii) such breach is from any transaction from which the director derived an improper personal benefit. A director shall not be liable for a breach of the duty of loyalty for a self-interested transaction if the provisions of 8 Del. C. § 144 are satisfied.

The provisions regarding indemnification of officers, directors, employees and agents and insurance found in 8 Del. C. §145 as amended from time to time shall also apply to this Corporation.

ARTICLE X ASSESSMENT RIGHTS

Nothing herein shall authorize the Corporation to determine assessments except for a proper corporate purpose as set forth in this Certificate of Incorporation, the Bylaws, or the Maintenance Declaration.

ARTICLE XI INCORPORATOR

The name and address of the Incorporator is as follows:

Andrew P. Taylor
COOCH AND TAYLOR
Suite 1000
824 Market Street Mall
P. O. Box 1680
Wilmington, Delaware 19899-1680

The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation. In Article VII the Incorporator has designated the persons who are to serve as the initial Board of Directors of the Corporation until their successors are elected and qualified in accordance with the Bylaws.

