

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IRISH HILL SERVICE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 2005.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4276368

3593463 8300

050903616

DATE: 11-04-05

**CERTIFICATE OF INCORPORATION
OF
IRISH HILL SERVICE CORPORATION**

FIRST: The name of the corporation is Irish Hill Service Corporation.

SECOND: The address of its registered office in the State of Delaware is Suite 1200, 222 Delaware Avenue, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is ATA Corporate Services, Inc.

THIRD: This is a not-for-profit, non-stock corporation. The nature of the business or purpose to be conducted or promoted is to carry on one or more of the exempt functions of a homeowners' association under Section 528 of the Internal Revenue Code, as the same may be amended from time to time, and the regulations promulgated thereunder, which shall include the administration and enforcement of the covenants as set forth in the Declaration of Restrictions Applicable to Irish Hill, and to own the private open space within Irish Hill.

FOURTH: No part of this Corporation's net earnings may inure to any private member's benefit. The members of this Corporation shall be the owners of lots within the subdivision known as Irish Hill. The voting rights of members shall be as provided in this Corporation's By-Laws.

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

<u>NAME</u>	<u>ADDRESS</u>
Jennifer R. Kulas	ATA Corporate Services, Inc. 222 Delaware Avenue, Suite 1200 Wilmington, Delaware 19801.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation. The conditions of membership shall be stated in the By-Laws.

EIGHTH: No director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of Title 8 of the Delaware Code; (iv) for any transaction from which the director derived an improper personal benefit.

NINTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in any manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, as the case may be, and/or stockholders or class of stockholders of this corporation agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TENTH: Elections of directors need not be by written ballot unless the By-Laws of this corporation so provide.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, acknowledging the penalty of perjury, hereby declaring and certifying that this instrument is my act and deed and the facts herein stated are true, pursuant to 8 Del. C. §103(b)(2) and accordingly have hereunto set my hand this 20th day of November, 2002.



Jennifer R. Kulas, Incorporator