

CERTIFICATE OF INCORPORATION

Of

CLAIRBORNE AT LEXINGTON FARMS MAINTENANCE ASSOCIATION

1. The name of this corporation is CLAIRBORNE AT LEXINGTON FARMS MAINTENANCE ASSOCIATION.

2. The address of the registered office is Twelfth and French Streets, Wilmington, Delaware 19801, located in New Castle County.

3. The name of the registered agent for service of process at the aforesaid registered address is Roeberg & Associates, P.A..

4. The name and mailing address of the incorporator is David Roeberg, Roeberg & Associates, P.A., Twelfth & French Streets, P. O. Box 712, Wilmington, Delaware 19899.

5. This corporation is not organized for profit. It shall have no authority to issue stock whatsoever.

6. The purposes of the corporation are as follows:

A. To provide such services as required and essential to the good order, maintenance, and improvement of the Private Open Spaces of Clairborne at Lexington Farms, Pencader Hundred, New Castle County, Delaware as shown on the Revised Record Plan for Clairborne at Lexington Farms recorded on July 12, 1990 in the Office of the Recorder of Deeds in and for New Castle County, Delaware in Microfilm No. 10486 ("the Clairborne at Lexington Farms Plan"), and as set forth in a Maintenance Declaration for Clairborne at Lexington Farms dated September 26, 1988 and recorded in the Office of the Recorder of Deeds on October 31, 1988 in Deed Book 783, Page 8 (the "Declaration").

B. To provide such or similar services to any extension of any Private Open Space or any other similar facilities in Clairborne at Lexington Farms as the corporation may determine.

C. Any other purpose required by the Declaration.

7. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

8. The record holder of a fee simple title to each of the 215 residential lots in Clairborne at Lexington Farms, Pencader Hundred, New Castle County, Delaware as shown on the Clairborne at Lexington Farms Plan, shall be a member of the corporation with respect to each said residential lot.

9. The record holder of a single lot shall be entitled to one vote at any meeting of members for each such lot held by such person. If more than one person is the record holder of any such lot, all such persons together shall be entitled to one vote at any meeting of members with respect to such lot, and each such person who is present at the meeting, in person or by proxy, shall be entitled to exercise the absent person's right to vote with respect to such lot.

10. At any meeting of members of the corporation, persons who are the record holders of twenty-five (25) lots, present or represented by proxy, shall constitute a quorum for the transaction of any business, and the affirmative vote of a majority of such members, present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall

be the act of the members, unless the vote of a greater number or percentage is required by law under the particular circumstances.

11. The affairs of the corporation shall be managed by a Board of Directors, the number, qualifications, term and other particulars shall be those as set forth in the By-laws of the corporation.

12. There shall be no personal liability of a director to the corporation or its members for money damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate the liability of a director: (i) for any breach of the director's duty of liability to the corporation or its members, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) for any liability under §174 of the Delaware Code as to unlawful payment of dividends or (iv) for any transaction from which the director derived an improper personal benefit.

13. The private property of the incorporator, members, directors, officers or members of council shall not be subject to payment of the corporate debts to any extent whatever.

14. This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation.

15. This corporation shall be dissolved at such time as the Private Open Spaces are taken over and maintained by New Castle County, or any other governmental body having jurisdiction thereof.

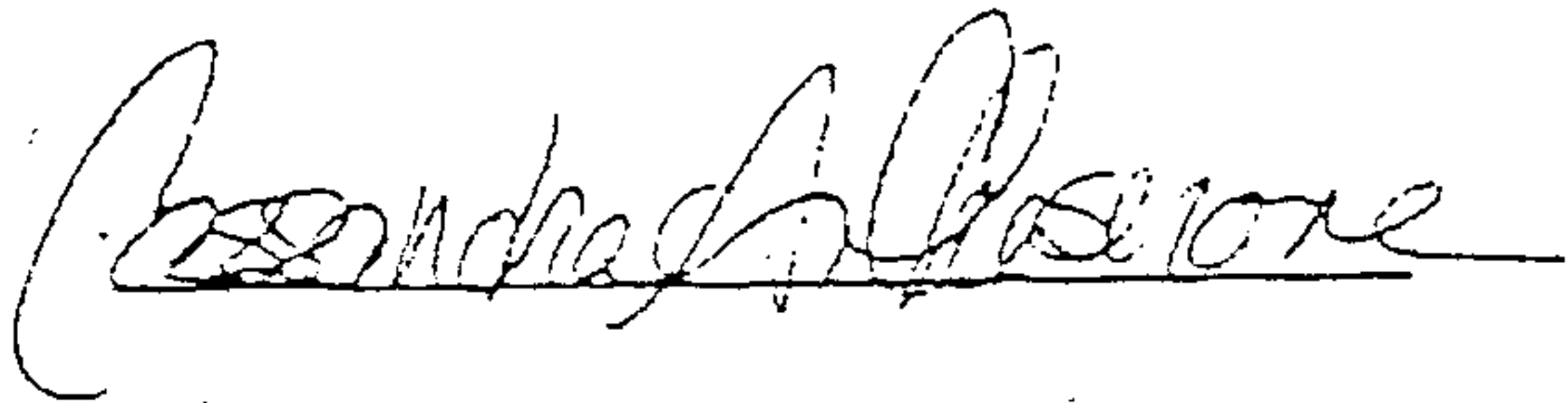
16. The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation and the names and addresses of the persons to serve as directors until appointments are made as hereinafter provided as follows:

Mark L. Handler  
5169 West Woodmill Drive  
Wilmington, Delaware 19808

David Roeberg  
Roeberg & Associates, P.A.  
Twelfth & French Streets  
Wilmington, Delaware 19801

THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware and the Acts amendatory thereof and supplemental thereto, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true, and accordingly hereunto have set my hand and seal this 4<sup>th</sup> day of January, 1994.

In the Presence of:



  
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DAVID ROEBERG

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