

FAIRFIELD FARMS CIVIC ASSOCIATION

Neighbors,

27 May

The Certificate of Incorporation for the Fairfield Farms Civic Association was prepared and has been filed in the office of the Secretary of State of Delaware by our "agent", John B. Hindman, Attorney at Law. In addition, a certified copy of the Certificate was recorded at the office of the Recorder of Deeds of Kent County, Delaware. Copies of the Certificate and Association Bylaws are enclosed as attachments to this letter.

Our first annual meeting will convene on June 7, 1988 at 7:30 P.M. at the Allen Frear School. We anticipate discussion of the bylaws and Certificate of Incorporation, establishment of standing committees, and presentation of a preliminary report on a Neighborhood Watch Program. Other topics will be welcome from the floor.

In accordance with the bylaws, annual membership fees are now due and may be submitted to any of the following Board of Directors:

Philip Cabaud	204 S. Fairfield Dr.
James Canalichio	150 N. Fairfield Dr.
Gerald Cusick	44 S. Fairfield Dr.
B. Joyce Lockhart	101 N. Fairfield Dr.
Allen MacNeill	110 N. Fairfield Dr.
Wallace Taylor	121 S. Fairfield Dr.
James VonStetten	26 Oakcrest Dr.

Become involved!!!! Your Association can only be as dynamic, effective, and successful as your participation. Every interested property owner is encouraged to join and contribute to making Fairfield Farms a great place to live.

Sincerely,

Allen F. MacNeill
ALLEN F. MACNEILL
President

CERTIFICATE OF INCORPORATION

OF

FAIRFIELD FARMS CIVIC ASSOCIATION

FIRST: The name of this non-profit corporation is FAIRFIELD FARMS CIVIC ASSOCIATION.

SECOND: The address of the corporation's registered office in this State is 29 Loockerman Street, Dover, Kent County, Delaware 19901, and the name of its registered agent at such address is John B. Hindman who is a citizen of the State of Delaware and actually has a business office therein.

THIRD: The purposes for which the corporation is formed are:

A. The corporation does not contemplate pecuniary gain or profit for its Members and no part of the net earnings of the Association, if any, shall inure, directly or indirectly, to the benefit of or be distributable to any member, officer or director thereof or to any other person whatsoever; and

B. The Association is a Delaware non-profit membership corporation and the specific and exclusive purposes for which it is formed are as follows: to develop a community designed for safe, healthful, and harmonious living; to promote the collective and individual property and civic interest and rights of the members owning property in any section of Fairfield Farms Subdivision as said property is shown on plots of record in the office of the Recorder of Deeds in and for Kent County, Delaware; to aid and cooperate with the members of this corporation and all property owners in the tract in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants, and restrictions as shall hereafter be approved by a majority vote of the members of the Association, and to counsel with the Kent County Planning Commission and Kent County Levy Court having jurisdiction in relation to any zoning that may affect any portion of the subject property; in general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of Fairfield Farms and their property interests therein; to arrange social and recreational functions for its members; to exercise any and all powers that may be delegated to it from time to time by the owners of real property in the tract; and

C. This corporation shall not engage in political activity or pursue political purposes of any kind or character. The corporation is formed under the particular articles, conditions and provisions expressed herein and of the General Laws of this State. In no event, however, shall the Corporation: (i) carry on any propaganda or otherwise attempt to influence any legislation

or any public administrative action; (ii) participate or intervene in any political campaign on behalf of any candidate for public office, by any means, including the publication or distribution of any statement for or against such candidates; (iii) carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Sec. 501 (c) (3) of the Internal Revenue Code of 1954, or by a corporation, contributions to which are deductible under Sec. 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Law; or (iv) invest in or use any property in such a manner as to violate Sec. 504 (a) (2) or (3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

FOURTH: The corporation shall not have any capital stock, and the conditions of membership shall be as stated in the By-Laws. The corporation is and shall be a membership corporation.

FIFTH: The name and place of residence of the incorporator is as follows:

Name: John B. Hindman
Address: 29 Loockerman Street
Dover, Delaware 19901

SIXTH: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be as such as from time to time shall be fixed by, or in the manner provided in the By-Laws. The Directors need not be members of the corporation unless so required by the By-Laws. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Directors of the corporation may, if the By-Laws so provide, be classified as to terms of office. The corporation may elect such officers as the By-Laws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the By-Laws provide.

The corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by Statute, provided that the Board of Directors shall not exercise any power or authority conferred herein or by Statute upon the members.

The Board of Directors shall have the power to make, add to, delete from, alter, and repeal the By-laws.

SEVENTH: No member of the Board of Directors shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, provided that the foregoing provision 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 members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under §174 of Title 8 of Delaware Code Annotated; or (iv) for any transaction from which the director derived an improper personal benefit.

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceeding if said person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceedings, had no reasonable cause to believe said person's conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which said person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect of any criminal action or proceeding, had reasonable cause to believe that said person's conduct was unlawful.

EIGHTH: The corporation shall have perpetual existence.

NINTH: In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary, or by the operation of Law, the assets of the corporation, including any income which shall not theretofore have been distributed in furtherance of the corporation's purposes, shall be distributed to such corporations, associations or institutions established for and engaged in furthering those purposes as the then existing Board of Directors may determine to be best suited to the accomplishment of the aforesaid purposes of this corporation.

THE UNDERSIGNED INCORPORATOR, for the purposes of forming a corporation, in pursuance of an act of the legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10, 1899) and any acts amendatory thereof and

supplemental thereto, does make and file this Certificate of
Incorporation, hereby declaring and certifying that the facts herein
stated are true and accordingly has hereunto set his hand and seal
this _____ day of _____, 1988.



JOHN B. HINDMAN, INCORPORATOR