

EXHIBIT “B”

Prepared by:
Steen, Waehler & Schrider-Fox, LLC
92 Atlantic Avenue, Unit B
P.O. Box 1398
Ocean View, DE 19970
MRSF

**CERTIFICATE OF INCORPORATION
OF
SILVER WOODS COMMUNITY ASSOCIATION, INC.**

FIRST: The name of the corporation is Silver Woods Community Association, Inc.

SECOND: The address of the registered office in the State of Delaware is 92 Atlantic Avenue, Unit B, P.O. Box 1398, Ocean View, Sussex County, and State of Delaware 19970. The name of its Registered Agent at such address is Steen, Waehler & Schrider-Fox, LLC.

THIRD: This Corporation is not organized for profit and shall have no authority to issue capital stock.

FOURTH: The general purposes for which this Corporation is organized are to take title to, own, manage, maintain and operate the common areas, and the facilities, improvements, and landscaping developed thereon, in the Silver Woods in Ocean View mixed use community, as shown on the Subdivision Plan recorded in the Office of the Recorder of Deeds, in and for Sussex County, at Georgetown, Delaware, at Plot Book 221, page 19, et seq., as amended from time to time (hereinafter the "Record Plan"), including but not limited to the roads, recreational areas, and areas for stormwater management, erosion and sedimentation control; to exercise all powers and privileges and to perform all duties and obligations of the Corporation as provided in the Declaration of Covenants, Conditions and Restrictions for Silver Woods in Ocean View

recorded in the Office of the Recorder of Deeds, in and for Sussex County, at Georgetown, Delaware, at Deed Book 4604, page 207, et seq., and any amendments thereto (hereinafter the "Restrictions"); and to exercise all powers and privileges and to perform all duties and obligations of a unit owner's association under the Delaware Uniform Common Interest Ownership Act, 25 Del.C. § 81-101, et seq.

FIFTH: This Corporation shall have the following general powers and any and all other powers which are now or may hereafter be granted by law to non-profit, non-stock corporations organized under the General Corporation Law of the State of Delaware and any and all other powers which are now or may hereafter be granted by law to common interest communities pursuant to the Delaware Uniform Common Interest Ownership Act, 25 Del.C. § 81-101, et seq.:

(a) For the purposes of this Corporation as hereinabove stated, and not for pecuniary profit, to acquire by deed, will, or otherwise, and to hold, own, build, deal, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer or in any other manner dispose of real or personal property of every kind and description, subject to any restrictions or limitations which may be set forth in the Restrictions;

(b) For the purposes of this Corporation as hereinabove stated, and not for pecuniary profit, to acquire, hold, deal in, mortgage, pledge, lease, sell or exchange or in any other manner dispose of any kind or type of personal property, subject to any restrictions or limitations which may be set forth in the Restrictions; and

(c) For the purposes of this Corporation of this Corporation as hereinabove stated, and not for pecuniary profit, to enter into, make and perform contracts of every kind for every lawful purpose with any person, firm or corporation, or association, municipal body

politic, country, territory, state or any subdivision thereof, colony or dependency; and without limitation, as to amount, to borrow or raise money, to make, accept, endorse, discount, execute, sell and issue promissory notes, drafts, bills of exchange, warranties, bonds, debentures, and other instruments, whether negotiable or non-negotiable, transferable or non-transferable, and whether secured by mortgage, pledge or otherwise, as may be permitted by the laws of the State of Delaware for a non-stock, non-profit corporation, subject to any restrictions or limitations which may be set forth in the Restrictions.

SIXTH: It is the intention that each of the objects, purposes and powers specified in the Certificate shall, except when otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other provision of this Certificate of Incorporation, or that the objects, purposes and enumeration of specific purposes and powers shall not be construed to restrict in any manner the general purposes and powers of this Corporation.

SEVENTH: The name and address of the Incorporator is as follows:

Mary R. Schrider-Fox, Esquire	Steen, Wachler & Schrider-Fox, LLC
	92 Atlantic Avenue, Unit B
	P.O. Box 1398
	Ocean View, DE 19970

EIGHTH: This Corporation shall have perpetual existence.

NINTH: The private property of the members of this Corporation shall not be subject to the payment of the debts of this Corporation to any extent whatsoever.

TENTH: Business and affairs of this Corporation shall be conducted by the members and such officers as shall be elected and empowered according to the Bylaws.

ELEVENTH: Meetings of the members may be held at such times and places as may from time to time be prescribed by the Bylaws.

TWELFTH: This Corporation reserves the right to amend, alter, or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Delaware; and all rights and powers conferred on the members and officers herein are granted subject to this reservation.

THIRTEENTH: No property of this Corporation, including cash on deposit in any bank or depository, shall upon dissolution of this Corporation inure to any member of this Corporation. In the event of dissolution, the property of this Corporation shall be distributed to such other non-profit, non-stock corporations or organizations which shall have similar purposes and objectives as this Corporation, which distribution shall be approved by the Board of Directors of the Corporation.

FOURTEENTH: No part of the net revenue of this Corporation shall inure to the benefit of any member thereof.

FIFTEENTH: Provisions relating to the members of the Corporation are:

(a) Members of the Corporation shall be all persons who own a Lot, Living Unit, Commercial Unit or Assisted Living Parcel in the Silver Woods in Ocean View mixed use subdivision, as described on the Record Plan and as defined and described in the Restrictions. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot, Living Unit, Commercial Unit or Assisted Living Parcel. Conveyance of a Lot, Living Unit, Commercial Unit or Assisted Living Parcel shall, without need to specifically provide therein, terminate membership of the grantor in the Corporation with respect to the Lot, Living Unit, Commercial Unit or Assisted Living Parcel conveyed and, by accepting the conveyance, the

grantee of the Lot, Living Unit, Commercial Unit or Assisted Living Parcel conveyed shall be deemed to accept membership in the Corporation. Any such person or entity which holds a lien or security interest on an owner's interest in a Lot, Living Unit, Commercial Unit or Assisted Living Parcel for the performance of an obligation shall not be a member unless and until such person or entity has succeeded to such owner's interest by enforcement of such lien or security.

(b) The Association shall have two (2) classes of voting membership: Class A and Class B.

(i) The Class A Members shall be the Owners of Lots and Living Units in the Silver Woods in Ocean View mixed use subdivision and shall be entitled to one (1) vote for each Lot or Living Unit owned. When more than one (1) person holds an interest in any Lot or Living Unit, all such persons shall be members. The vote of such Lot or Living Unit shall be exercised as the Owners themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot or Living Unit.

(ii) The Class B Members shall be the Owners of the Commercial Units and Assisted Living Parcels in the Silver Woods in Ocean View mixed use subdivision and shall be entitled to one (1) vote for every one thousand (1,000) square feet of commercial or assisted living space owned, carried to the first decimal point when less than one thousand (1,000) square feet of space is at issue. When more than one (1) person holds an interest in any Commercial Unit or Assisted Living Parcel, all such persons shall be members. The vote of such Commercial Unit or Assisted Living Parcel shall be exercised as the Owners themselves determine, but in no event shall more than one (1) vote for every one thousand (1,000) square feet of commercial space or assisted living space owned, carried to the first decimal point

when less than one thousand (1,000) square feet of space is at issue, be cast with respect to any Commercial Unit or Assisted Living Parcel.

(c) The Board of Directors of the Corporation may suspend any person from the privileges associated with membership in the Corporation, other than the right of a member to vote on any matter submitted to a vote of the membership, during any period of time when such person is in default of any of his obligations under the Restrictions (including, without limitation, the failure to pay any assessment), under the provisions of Title 8 of the General Corporation Law of Delaware and/or under the Delaware Uniform Common Interest Ownership Act, 25 Del.C. § 81-101, et seq., provided that such default has continued uncured for a period of ten (10) days after written notice thereof to such member.

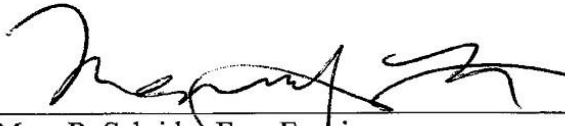
(d) The members of the Corporation shall have the right to vote for the election and removal of directors and upon such other matters with respect to which a vote of members is required under the Restrictions, under the provisions of Title 8 of the General Corporation Law of Delaware, and/or under the Delaware Uniform Common Interest Ownership Act, 25 Del.C. § 81-101, et seq.

SIXTEENTH: Reference is made to Section 145 (and any other relevant provisions) of the General Corporation Law of the State of Delaware. Particular reference is made to the class of persons (hereinafter called "Indemnities") who may be indemnified by a corporation incorporated under the laws of the State of Delaware pursuant to the provisions of such Section 145, namely, any person (or the heirs, executors or administrators of such 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 such person is or was a director, officer, employee or agent of such corporation, or is or was

serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall (and is hereby obligated to), indemnify the Indemnities, and each of them (i) in each and every situation where the Corporation is obligated to make such indemnification pursuant to the aforesaid statutory provisions, and (ii) in each and every situation where, under the aforesaid statutory provision, the Corporation is not obligated, but is nevertheless permitted or empowered, to make such indemnification, it being understood, with respect to any situation under this Clause (ii), that the Corporation shall promptly make or cause to be made, by any of the methods referred to in subsection (d) of such Section 145, a determination as to whether such Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, in the case of any criminal action or proceeding, had no reasonable cause to believe that such Indemnitee's conduct was unlawful.

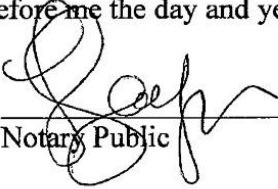
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I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, acknowledging the penalty of perjury, hereby declaring 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 29th day of September, A.D., 2016.



Mary R. Schrider-Fox, Esquire

SWORN TO AND SUBSCRIBED before me the day and year first above written.



Notary Public

LEA JAYE GOEHRINGER
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Dec. 3, 2016

Type or Print Name of Notary/Commission

