

**CERTIFICATE OF INCORPORATION  
OF  
FORESIDE COMMONS ASSOCIATION OF OWNERS, INC.**

**FIRST:** The name of this Corporation is Foreside Commons Association Of Owners, Inc.

**SECOND:** The Registered Office of this Corporation in this State shall be 225 South State Street, Dover, Kent County, Delaware 19901 and the Registered Agent in charge thereof shall be Dover Delaware Incorporators, LLC, 225 South State Street, Dover, Kent County, Delaware 19901.

**THIRD:** This Association does not contemplate pecuniary gain or profit to the members thereof, is a non-stock, non-capital Corporation, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residences, lots and common areas, if any, within that certain tract of property described as Foreside Commons, Sussex County, Delaware, as more particularly described at Plot Book 40, Page 230, excluding any lots owned by any County or municipality, recorded in the office for the Recorder of Deeds in and for Sussex County, Delaware, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain Reservations and Restrictive Covenants for Foreside Commons, applicable to the property and recorded in the aforesaid office of the Recorder of Deeds at Deed Book 1605, Page 71, as amended by Foreside Commons Modification and Revision of Declaration of Covenants and Restrictions, recorded in the aforesaid office at Deed Book 1671, Page 58 and any subsequent modifications or amendments to be recorded, in the aforesaid office, and as the same may be amended from time to time as therein provided, said Restrictive Covenants being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments as referred to in the Restrictive Covenants and as may be assessed by the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of seventy-five percent (75%) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of any common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by seventy-five percent (75%) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of seventy-five percent (75%) of the members;

(g) Have and to exercise any and all powers, rights and privileges which a nonprofit corporation under the General Corporation Law of the State of Delaware by law may now or hereafter have or exercise.

**FOURTH:** The Association shall have one class of voting membership. This class shall be comprised of all owners of the thirteen lots in existence on January 18, 2004, and shall be entitled to one (1) vote for each lot owned, provided that all dues and assessments are paid in full for that lot. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot

**FIFTH:** The affairs of this Association shall be managed by a Board of no less than three (3) and no more than five (5) Directors who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The three (3) initial directors of the corporation are set forth in the Foreside Commons Modification of Declaration of Covenants and Restrictions aforesaid. At the first annual meeting to be held upon thirty days notice to all members of the Association, the members shall elect two (2) directors for a term of one year, and three (3) directors for a term of two years; and at each annual meeting thereafter the members shall elect directors for a term of two (2) years.

**SIXTH:** The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**SEVENTH:** The Corporation shall exist perpetually.

**EIGHTH:** The private property of the Members of this Corporation shall not be subject to the payment of the debts for this Corporation to any extent whatsoever.

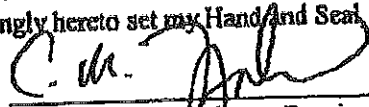
**NINTH:** Business and affairs of this Corporation shall be conducted by a duly elected Board of Directors as elected by the Members and officers appointed by said Board of Directors.

**TENTH:** No property in this Corporation, including cash on deposit in any bank or

depository or net revenue from any operations shall during the Corporation's existence or upon dissolution of this Corporation inure to any member of this Corporation. On Dissolution any property of the Corporation shall be distributed to such other non-profit, non-stock Corporation or organization which shall have similar purposes and objectives of this Corporation and shall be approved by the Board of Directors or any agents of the Corporation appointed by the Board of Directors charged with winding-up the Corporation's affairs.

**ELEVENTH:** 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 Indemnitees) who may be indemnified by a corporation incorporated under the laws of the State of Delaware pursuant to the provision of said 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 complete 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, 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 Indemnitees, and each of them (i) in each and every situation where the Corporation is obligated to make such indemnification pursuant to the aforesaid statutory provision, 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), any of the methods referred to in subsection (d) of such Section 145, a determination as to whether such Indemnitee reasonable believed to be in or not opposed to the best interest of the Corporation, and, in the case of any criminal action or proceeding, had no reasonable cause to believe that such Indemnitee's act was unlawful.

I, **THE UNDERSIGNED INCORPORATOR**, Christopher M. Holmon of 309 Rehoboth Avenue, Rehoboth Beach, Delaware 19971, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate and do declare that the facts herein stated are herein true, and that I have accordingly hereto set my Hand and Seal, this 1<sup>st</sup> day of June, 2004.

  
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Christopher M. Holmon, Esquire  
INCORPORATOR



## State of Delaware

SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 P.O. BOX 899  
 DOVER, DELAWARE 19903

050610168

9040040

08-15-2005

HUDSON, JONES, JAYWORK, FISHER  
 309 REHOBOTH AVENUE  
 P.O. BOX P  
 REHOBOTH BEACH DE 19971

DESCRIPTION	AMOUNT
FORESIDE COMMONS ASSOCIATION OF OWNERS, INC	
3789579 0102 Incorp Delaware Non-Stock	
Incorporation Fee	15.00
Receiving/Indexing	25.00
Data Entry Fee	5.00
Court Municipality Fee, Dover	20.00
Surcharge Assessment-Kent County	6.00
Page Assessment-Kent County	36.00
FILING TOTAL	107.00
CHARGED TO ACCOUNT	107.00