

**CERTIFICATE
OF
INCORPORATION**

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OF

BALLYMEADE MAINTENANCE CORPORATION

FIRST: The name of this Corporation is Ballymeade Maintenance Corporation (hereinafter referred to as the "Corporation").

SECOND: The address of the Corporation's registered agent in this State is 702 First State Boulevard, Wilmington, New Castle County, Delaware 19804. The registered agent shall be the Corporation itself.

THIRD: The nature of the business of the Corporation is to provide for the maintenance of the common facilities and private open space at the subdivision known as Ballymeade, as the same is shown on that certain Record Major Subdivision Plan of Ballymeade, prepared by Vandemark & Lynch, Inc., dated January 12, 1996, and of record in the Office of the Recorder of Deeds in and for New Castle County, Delaware, in Microfilm No. 12959 (hereinafter referred to as the "Ballymeade Subdivision"). The Ballymeade Subdivision consists of two hundred sixteen (216) lots, as such lots may be merged or otherwise realigned from time-to-time by means of a duly approved and recorded resubdivision plan ("the lot(s)"). The maintenance of the Private Open Spaces (as defined in the Maintenance Declaration hereinafter identified) shall be in accordance with the provisions of Sections 32-447 (c) and (d) of the New Castle County Code, and pursuant to the provisions and requirements of that certain Maintenance Declaration made September 10, 1996, by Catholic Diocese Foundation, of record in the Office aforesaid in Deed Book 2168, Page 31.

FOURTH: The said Corporation is not a corporation organized for profit, and it shall have no capital stock. The members of the Corporation shall be the legal owners of the lots in the Ballymeade Subdivision, but only for so long as they are and remain such legal owners. The members shall be required to pay such assessments as may, from time to time, be levied, less discounts if paid before those certain dates, as set from time to time by the Board of Directors, for the purposes of the Corporation. At all the meetings of the Corporation the owners of each lot shall be entitled collectively to cast one (1) vote, or if any member or members own more than one (1) lot, then they may

collectively cast one (1) vote for each such lot so owned, which vote may be cast in person or by proxy.

At their regular annual meeting, the Directors of the Corporation shall levy an annual assessment for the benefit of the Corporation upon the property owners of each lot in Ballymeade Subdivision, whether or not such lot is improved with a dwelling house. Said assessment shall be equally apportioned as between each lot, and shall be payable annually in advance on the first day of March in each year. Said assessment shall be subject to such discounts as the Board of Directors may fix from time to time. Said assessment shall, when due, become a lien on the lot or lots against which the assessment is made, subject and subordinate to the lien of any mortgage or mortgages of record against such lot or lots. If such assessment shall remain unpaid after June 1 of the year for which made, it may be recovered, together with reasonable costs and attorneys fees required therefor, by appropriate execution upon, and sale of, said lot by the Corporation through its attorney, subject in lien to any recorded mortgage or mortgages. Notwithstanding the foregoing, the Board of Directors may elect to make the assessment payable semi-annually, quarterly, or monthly; and may assess for a partial year in the Corporation's first year of existence.

Nothing herein shall be regarded as imposing, on the members, personal liability to the Corporation's creditors. Nothing herein shall authorize the Corporation to make levies or assessments or create mortgages or other liens upon the Common Facilities, or to convey the Common Facilities, or any part thereof, except for a proper corporate purpose as set forth in this Certificate and unless such action has been authorized and approved by a two-thirds (2/3) vote of all members, in accordance with the provisions of the By-Laws of the Corporation.

To the extent the Board of Directors of the Corporation do not specifically perform the covenants of the Corporation under the Maintenance Declaration, the individual lot owners are specifically empowered to enforce those covenants, in order to carry out the purpose of the Corporation.

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

Brent C. Shaffer, Esquire
Young, Conaway, Stargatt & Taylor
Rodney Square North, Tenth Floor
P.O. Box 391
Wilmington, Delaware 19899-0391

SIXTH: The business and affairs of the Corporation shall be carried on by a Board of Directors which shall consist of three (3) persons elected for such term or terms as may be fixed by the By-Laws and said By-Laws may only be amended by two thirds (2/3) vote of the members, as therein provided. Any vacancy occurring in the Board may be filled by a majority of the remaining members of the Board until the next

annual meeting of the members. The Board of Directors shall have the power to elect a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be deemed desirable.

Until such time as their successors are elected and qualified, the following persons are to serve as the Directors of the Corporation, each with a mailing address as set forth opposite each person's name below:

1. Eugene M. Julian c/o First State Enterprises, Inc.
702 First State Boulevard
Wilmington, DE 19804

2. Nicholas A. Baldini, Jr. 4 Nichols Avenue
Wilmington, DE 19810

3. Stephen Anderson c/o Pulte Home Corporation
5161 W. Woodmill Drive
Suite 15
Wilmington, DE 19808

The Corporation shall have the power to acquire by purchase, devise or donation, or in any other manner, and to dispose of, any property, or property rights, real or personal, and to enter into and perform any and all contracts and to mortgage, pledge, restrict the use of, or otherwise encumber any of its property and to draw, make, endorse and accept promissory notes and bills of exchange, provided that any such action by the Corporation shall be for the purpose of carrying out the objects for which it is incorporated, and provided that any such action is consistent with the foregoing provisions and the provisions of the Maintenance Declaration. In the event that the Corporation is dissolved, the assets of the Corporation shall be conveyed to New Castle County.

SEVENTH: The Corporation shall be considered a "civic organization" as defined in 9 Del. C. Section 8109 (a) (1) and is subject to the following provisions:

(i) The Corporation is not organized for profit or is or may be qualified as an exempt organization under Section 501 (c) of the Internal Revenue Code of 1954, 25 U.S.C. Section 501(c), as amended;

(ii) No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual; and

(iii) Upon liquidation or dissolution of the Corporation, or abandonment by the Corporation, none of the assets of the Corporation nor benefits from its property will inure to the benefit of any person or organization except a community

chest, public or nonprofit, foundation, government, governmental agency, civic organization, maintenance corporation or other nonprofit organization.

EIGHTH: This Certificate of Incorporation may not be amended except with the approval of at least two thirds of all members of the Corporation.

The undersigned, for the purpose of forming a corporation in pursuance of Title 8, Chapter 1, of the Delaware Code entitled "General Corporation Law", and the acts amendatory thereto and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and ratifying that the facts herein are true, and accordingly, has set his hand and seal the 31st day of October, 1996.

In the Presence of:

[Signature]

[Signature]
Brent C. Shaffer, Esquire

STATE OF DELAWARE)
)SS.
COUNTY OF NEW CASTLE)

The foregoing instrument was acknowledged before me this 31st day of October, 1996, by Brent C. Shaffer.

[Signature]
Notary Public

Gwendolyn DeLoe
Printed Name of Notary

My Commission Expires: 9/5/99

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BALLYMEADE MAINTENANCE CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2679181 8100

960317886

AUTHENTICATION: 8187553

DATE: 11-12-96

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