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CERTIFICATE OF INCORPORATION
OF

TIMBER FARMS MAINTENANCE CORPORATION

FIRST: The name of this Corporation is: Timber Farms Maintenance Corporation.

SECOND: The address of the Corporation's registered agent in this State is: Louis Capano & Sons, Inc., 105 Foulk Road, Wilmington, Delaware 19803. County is New Castle.

THIRD: The nature of the business of the Corporation is: to provide for snow removal, maintenance, repair, replacement, and regulation of roads, streets, drives and entrance ways, if not provided by the State of Delaware; to maintain, repair and replace paved common area walkways; to obtain and maintain liability and other insurance; to promulgate and enforce rules and regulations; to maintain and repair the open spaces (including the undeveloped parcel on the Westerly side of the Timber Wood Boulevard entrance to Timber Farms), pumping station areas, storm water management areas and systems, sanitary sewer systems and utility easements; to accept responsibility (if same is assigned and delegated) to enforce existing restrictive covenants; to accept and hold title to any private roads, streets, open spaces, storm water management areas and other common facilities; and to perform all other activities allowed by law as provided for the Corporation under a Maintenance

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Declaration by Forest Creek Development, Inc. (the "Declarant"), recorded May 10, 1989, in the Office of the Recorder of Deeds in and for New Castle County, State of Delaware, in Deed Book 874, Page 218, as the same may be amended or supplemented from time to time and in a Declaration of Restrictions dated July 20, 1989 and recorded August 1, 1989 in the Office as aforesaid, as the same may be amended or supplemented from time to time, including, without limitation, obligations imposed by any supplement to the Declaration of Restrictions affecting Additional Tracts (as defined in the Declaration of Restrictions); for and in connection with the subdivision known as Timber Farms, situate in Mill Creek Hundred, New Castle County, State of Delaware, as shown on a plan recorded in the Office of the Recorder of Deeds aforesaid, as the same may be amended from time to time (or the Additional Tracts, as provided in the Declaration of Restrictions); subject, nevertheless, to the limitations in the paragraph below. A supplement to the Declaration of Restrictions, as provided therein, shall be sufficient to incorporate any Additional Tracts herein, without any amendment to this Certificate.

Any responsibility, duty or obligation assumed by, imposed upon or attributed to the Corporation shall be solely for the benefit of its members; no other party shall be deemed a third party beneficiary hereof or thereof, except New Castle County insofar as required by law or recorded covenant.

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 owners of the lands and premises in the Timber Farms subdivision (or in the Additional Tracts hereafter incorporated herein, as provided in the Declaration of Restrictions), but only for so long as they are and remain such owners as set forth hereinafter. 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 such vote or votes as provided for in the By-laws, which vote or votes may be cast in person or by proxy.

Class A

Class A members shall be all owners of subdivided lots excepting the Declarant and excepting any other person or entity which acquires title to all or a substantial portion of the subdivision for the purpose of developing thereon a residential community. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any lot all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot.

Class B

The Class B member shall be the Declarant, its successors and assigns. The Class B membership shall be entitled to one vote for each lot in which it holds the interest required for membership, provided that upon the happening of either of the following events, whichever first occurs, the Class B membership shall cease and be converted to Class A membership:

- (a) When, in its discretion, the Declarant so determines, or
- (b) When a purchaser of an individual lot takes title thereto from the Declarant, at which time the purchaser becomes a Class A member and the membership of the Declarant with respect to such lot shall cease.

From and after any of these events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one vote for each lot in which it holds the interest required for membership.

In the event any Additional Tracts are incorporated herein, the Declarant shall be deemed to include the owner or developer of the Additional Tracts to which the Declarant has assigned rights of the Declarant (including Class B membership) exercisable jointly with the Declarant.

At the regular annual meeting of the Board of Directors of the Corporation in each year, the Directors shall levy an assessment for the purposes of the Corporation upon property owners of each parcel of land. Said assessment shall in any year be apportioned pursuant to a method to be established in the By-laws, and it shall be payable on such date or dates, subject to such discount or discounts, if paid

before certain dates, all as the Board of Directors may fix from time to time. To the extent that any such assessment shall remain unpaid after they are due in any year for which assessment is made, it shall become a lien on said lot or lots and may be recovered by appropriate execution and sale of said parcel of land by the Corporation or its attorney, subject nevertheless to governmental charges and mortgages. Notwithstanding the foregoing, however, the Board of Directors may elect to make the annual assessment payable semi-annually, quarterly, or monthly; and may assess for a partial year in the Corporation's first year of existence. The Board of Directors may also elect to levy special assessments pursuant to the relevant provisions in the By-laws.

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 except for a proper corporate purpose as set forth in this Certificate or the By-laws, unless this Certificate or the By-laws have been amended to expand or change such purpose by unanimous vote of all members.

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

Forest Creek Development, Inc.
105 Foulk Road
Wilmington, Delaware 19803

SIXTH: The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation.

tion. The business and affairs of the Corporation shall be carried on by a Board of Directors which shall consist of no less than two (2) nor more than six (6) persons elected for such term or terms as may be fixed by the By-laws and said By-laws may be amended 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 incorporator shall designate the persons who are to serve as the Directors of the Corporation until their successors are elected and qualified in accordance with the By-laws.

Prior to the first year that the Declarant holds title to no more than two (2) lots for which no certificate of occupancy has been issued, the Directors appointed by the incorporator (the "Initial Directors") shall serve as the Board of Directors of the Corporation, with the sole power to elect their successors and to fill any vacancies. Thereafter, the Directors shall be elected as provided in the By-laws.

SEVENTH: A Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director except for liability (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 Section 174 of the Delaware General Corporation Law, or (iv)

for any transaction from which the Director derived an improper personal benefit.

EIGHTH: The power to make, alter or repeal By-laws shall be in the members of the Corporation as set forth in the By-laws. This Certificate of Incorporation may not be amended except with the approval of the entire Class B membership.

NINTH: The election of the Directors of the Corporation need not be by ballot unless the By-laws of the Corporation shall so provide.

THE UNDERSIGNED, being the incorporator for the purpose of forming a corporation pursuant to Chapter I, Title 8, of the Delaware Code, entitled "General Corporation Law," and the acts amendatory thereof and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and certifying that said instrument is his act and deed and that the facts stated herein are true, and accordingly has set his hand and seal the 24th day of July, 1989.

Forest Creek Development, Inc.,
Incorporator

By: Thomas Caputo
Vice President

Attest: Jan A. Stozella
Secy. Secretary
[Corporate Seal]

RECEIVED FOR RECORD

AUG 15 1989

EVELYN T. ALEMAR, Recorder