

CERTIFICATE OF INCORPORATION
OF
PENN MANOR MAINTENANCE CORPORATION

ARTICLE I

The name of the corporation is Penn Manor Maintenance Corporation, hereinafter called "The Corporation"

ARTICLE II

Its registered office in The State of Delaware is 805 Marine Midland Place, 824 Market Street Mall, Wilmington, Delaware, and its registered agent is Norman N. Aerenson, Esquire.

ARTICLE III

The nature of the business and the objects or purposes for which, and for any of which the corporation is formed and its business is to be transacted, promoted or carried on are to do any or all of the things herein set forth to the same extent that a natural person might or could do, viz:

1. To provide for the improvement and maintenance of the private open space in the development known as Penn Manor, Pencader Hundred, New Castle County, Delaware, as shown on the record Major Subdivision Plan of Penn Manor, as recorded in the Recorder of Deeds in and for New Castle County, Delaware, in Microfilm No. 5985.
2. To further provide for such services as are required and deemed essential to the good order and condition of Penn Manor in order to implement and to be in accordance with a Declaration of Capson, Inc. and Corrozi Homes, Inc., dated June 11, 1986, and about to be recorded in the Office of the Recorder of Deeds in and for New Castle County, State of Delaware.
3. To do other things necessary and desirable in the judgment of the Board of Directors of this corporation for the best interests of the property owners in Penn Manor, and the owners of the lot or lots herein bound by membership to this corporation.

ARTICLE IV

The corporation is not a corporation organized for profit and it shall have no capital stock.

ARTICLE V

The membership of the corporation shall be the owners of lots in Penn Manor as more particularly spelled out in the Declaration of Penn Manor, as aforesaid, dated June 11, 1986, requiring membership in this corporation, or their heirs, executors, administrators, successors or assigns, transferees, devisee, or grantees of the owners of said lots in Penn Manor, and shall continue to be a member hereof so long as it or they, is or are the owner or owners of any lot or lots in said Penn Manor. All the record owners shall be entitled to one (1) vote for each lot in which they hold a fee interest.

ARTICLE VI

The members of this Corporation shall be required to pay an annual maintenance charge or assessment to be paid to the corporation for the purpose of providing a general fund to enable the Corporation to perform the duties herein set forth.

The amount of such assessment shall be fixed annually by the Board of Directors of the Corporation, and shall be charged or assessed in equal proportion against each lot regardless of size.

The assessment shall be made at the determination of the Board of Directors of the Corporation, and thereafter, each assessment shall be made for each subsequent year as determined by the Board of Directors. Each yearly assessment shall be due and payable on or before thirty (30) days after it has been fixed and levied. It shall be the duty of the Corporation to notify all owners of the fee simple title to the property above described, whose addresses are listed within the said Corporation, within thirty (30) days after said assessment has been fixed and levied giving the amount of the charge or assessment for said year, when due and the amount due on each lot or parcel of land owned by each such owner. Failure of the Corporation to levy the assessment or charge for any one (1) year shall not affect the right of said corporation to levy the assessment or charge for any subsequent year.

A written or printed notice thereof deposited in the United States Post Office with postage prepaid and addressed to the respective owners at the last address listed with the Corporation shall be deemed to be sufficient and proper notice for this purpose or for any other purpose of this Declaration, where notice is required.

The assessment shall become a lien on said real estate as soon as it is due and payable as above set forth. In the event of failure of any of the owners to pay the assessment when due, then such assessment shall bear interest at the rate of twelve percent (12%) per annum from the date when due until paid.

Thirty (30) days after the date any yearly assessment has been fixed and levied, the assessment, if not paid, shall become delinquent, and payment of both principal and interest may be enforced as a lien on said real estate in any proceedings in any court of the State of Delaware, having jurisdiction of suit for the enforcement of such liens.

The Corporation shall collect all charges or assessments herein provided for, and shall pay all expenses in connection therewith and all other expenses incident to the conduct of the business of said corporation: provided, however, that the said corporation shall at no time expend more money than the total amount of the charge or assessment for that particular year or any surplus which it may have on hand from previous charges or assessments.

ARTICLE VII

The Corporation shall have the right to make such reasonable rules and regulations and provide such means and employ such agents as will enable it to adequately and properly carry out the provisions of the Declaration, subject to the limitations hereinbefore and hereinafter set out.

ARTICLE VIII

The name and address of the incorporator is as follows:

NAME	ADDRESS
Norman N. Aerenson, Esquire	805 Marine Midland Plaza 824 Market Street Mall P. O. Box 579 Wilmington, DE 19899.

ARTICLE IX

The corporation is to have perpetual existence.

ARTICLE X

The private property of the members shall not be subject to the payment of corporate debts to any extent, whatsoever, except as provided in Article VI.

ARTICLE XI

The business and affairs of the Corporation shall be carried on by a Board of Directors, which shall consist of such number of 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 or occupancy in the Board of Directors may be filled by a majority of the remaining members of the Board of

Directors until the next annual meeting of the members. Said Board of Directors shall have the power to elect a President, Secretary and Treasurer and such other officers as may be deemed desirable.

ARTICLE XII

This Corporation shall have power to acquire-by purchase device or donation, or in any other manner, any property, real or personal, and to enter into and perform any and all contracts and to mortgage, pledge 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.

ARTICLE XIII

The Corporation reserves the right to amend, alter or repeal any portion or portions of this Charter or its by-laws in accordance with the statues of the State of Delaware, except that Article VI hereof may not be amended nor may the corporate purpose defined in Article III be amended. All rights conferred on officers and members herein are granted subject to this reservation.

I. THE UNDERSIGNED, being the Incorporator named in Article VIII of the foregoing Certificate of Incorporation, in order to form a Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, do make this Certificate hereby declaring and certificate hereby declaring and certifying that the facts herein set forth are true.

[SIGNATURES]

STATE OF DELAWARE	:
	: SS.
NEW CASTLE COUNTY	:

BE IT REMEMBERED, That on this 24th day of June, 1986, personally came before me, the Subscriber, a Notary Public for the State and County aforesaid, NORMAN N. ARENSON, party to this Indenture, known to me personally to be such, and severally acknowledged this Indenture to be his act and deed.

GIVEN under my Hand and Seal of Office, the day and year aforesaid.

[SIGNATURE]