

CERTIFICATE OF INCORPORATION
OF
SANDY BRAE HOMEOWNERS ASSOCIATION, INC.

FIRST: The name of the corporation is SANDY BRAE HOMEOWNERS ASSOCIATION, INC.

SECOND: The registered office of the corporation in the State of Delaware is to be located at 120 South Bedford Street, Georgetown, Delaware 19947, and the Registered Agent in charge thereof shall be Robert V. Witsil, Jr., Esq. The principal place of business shall be the Sandy Brae Homeowners Association, Inc., which address is PO Box 335, Lewes DE 19958-0335.

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

FOURTH: The general purposes and objectives for which this corporation is organized and the powers which it shall have are to maintain, operate and administer the common areas and community facilities in SANDY BRAE and such property which may from time to time be annexed thereto; to enforce the covenants, restrictions, easements, charges and liens provided in the Declaration of Covenants, Conditions and Restrictions to be enforced by the Association; to assess, collect and disburse the charges created under the Declaration, all in the manner set forth in, and subject to the provisions of the Declaration; and to exercise all powers and privileges and to perform all duties and obligations of the Association under the Declaration.

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 corporations organized under the General Corporation Law of the State of Delaware:

(a) For the purposes of the 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;

(b) For the purposes of this corporation which are 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, boundary, 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.

SIXTH: It is the intention that each of the objectives, purposes and powers specified in the Certificate shall, except when otherwise specified, be nowise limited or restricted by reference or to inference from the terms of any other provisions of this Certificate of Incorporation, or that the objectives, 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: Robert V. Witsil, Jr., Esquire, 120 South Bedford Street, Georgetown, Delaware 19947.

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 By-Laws.

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

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 real property in this corporation, shall upon dissolution of this corporation inure to any member of this corporation. In the event of dissolution, the real 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. Upon final dissolution and liquidation, the Association may make cash distribution to its members as is permitted by law or any Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

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 this corporation are:

(1) Members of this corporation shall be every owner of a lot in SANDY BRAE, a restricted subdivision in Lewes and Rehoboth Hundred, Sussex County, Delaware, as more fully set forth in the Declaration of Covenants, Conditions and Restrictions of record in Deed Book 703, Page 964, in the Recorder of Deeds in and for Sussex County, Delaware, together with all subsequent amendments thereto which will appear of record in the aforesaid Office of the Recorder

of Deeds; and a plot of said subdivision being found of record in the Office of the Recorder of Deeds, in and for Sussex County, Delaware, in Plot Book 3, Page 24 and Amendments thereto, provided, however, that any such person or entity which holds a lien or security interest on an owner's interest in a lot 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.

(2) The Association shall have one class of voting membership, Class A. Class A members shall be property owners, designated on a deed of conveyance, who shall be entitled to one vote for each lot. When more than one person holds an interest in any lot, all such persons shall be members, the vote of such lot 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.

(3) The Board of Directors of the Corporation may suspend any person from membership in the corporation during any period of time when such person is in default of any of his obligations under the Declaration (including, without limitation, the failure to pay any assessment), provided that such default has continued uncured for a period of thirty (30) days after written notice thereof to such member.

(4) The members of the corporation shall have the right to vote for the election and removal of directors and upon such other matters in accordance with the By-Laws of the Corporation.

(5) Members of the Corporation shall be members for so long as they are the record legal title holder of a lot or unit in SANDY BRAE as their ownership is evidenced by a Deed of record in the Office of the Recorder of Deeds in and for Sussex County.

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 has 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 said 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 (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 reasonable cause to believe that such Indemnitee's conduct was unlawful.

