

CERTIFICATE OF INCORPORATION

OF

WHETHERSFIELD MAINTENANCE CORPORATION

FIRST: The name of this Corporation is: Whethersfield Maintenance Corporation.

SECOND: The address of the Corporation's registered agent in this State is: Delaware Corporate Services Inc., 222 Delaware Avenue, P.O. Box 2306, Wilmington, New Castle County, Delaware 19899.

THIRD: The nature of the business of the Corporation is: to maintain the Private Open Spaces, as defined and as set forth under a Declaration by Frank E. Acierno (the "Declarant"), dated May 2, 1988 and recorded July 14, 1988, in the Office of the Recorder of Deeds in and for New Castle County, State of Delaware, in Deed Book 730, Page 319, as the same may be amended from time to time; for and in connection with the Subdivision known as Whethersfield (hereinafter "Whethersfield"), situate in New Castle Hundred, New Castle County, State of Delaware, as shown on a Plan recorded in the Office of the Recorder of Deeds aforesaid in Microfilm No. 9320, as the same may be amended from time to time, subject, nevertheless, to the limitations in the paragraph below.

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.

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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 Whethersfield Subdivision, 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.

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 lot. Said assessment shall, in any year, be apportioned pursuant to a method to be established in the ByLaws, 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 institutional fees and mortgages. Notwithstanding the foregoing, however, the Board of Directors may elect to make the annual assessment payable semiannually,

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:

Delaware Corporate Services Inc.
222 Delaware Avenue,
P.O. Box 2309
Wilmington, DE 19899.

SIXTH: The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation. The business and affairs of the Corporation shall be carried on by a Board of Directors which shall consist of no less than two nor more than five 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 names and mailing addresses of the persons who are to serve as the Directors of the Corporation until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Frank E. Acierno	Allied Properties 400 Foulk Road Wilmington, DE 19803
David S. Edmondson	Ryan Homes, Inc. Woodmill Corporate Center 5231 W. Woodmill Drive Suite 45 Wilmington, DE 19808

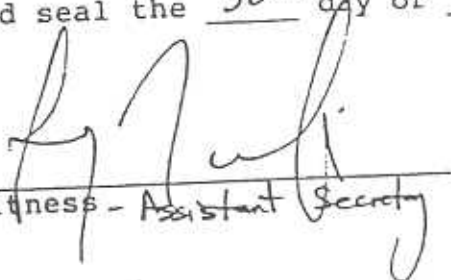
The Directors appointed herein (the "Initial Directors") shall serve as the Board of Directors of the Corporation, with the sole power to elect their successors and to fill any vacancies, until the first annual meeting of the members. Thereafter, the Directors shall be elected as provided in the By-Laws.

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.

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 30th day of July, 1990.


Witness - Assistant Secretary

By: Renee P. Hopkins, U.P.
Delaware Corporate Services, Inc.,
Incorporator