

CERTIFICATE OF INCORPORATION
OF
LONGMEADOW HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The name of this Corporation is LONGMEADOW HOMEOWNERS ASSOCIATION, INC. hereinafter called "the Corporation".

ARTICLE II

The Corporation's registered agent in the State of Delaware is the corporation itself, and the registered office is located at 510 Philadelphia Pike, Wilmington, New Castle County, Delaware 19809.

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 such services as are required and deemed essential to the good order and condition of **Longmeadow** in order to implement and to be in accordance with a Maintenance Declaration of Longmeadow, LLC, dated August 24, 1998 recorded in the Office of the Recorder of Deeds in and for New Castle County, State of Delaware in Deed Book 2507, Page 114.
2. To do other things necessary and desirable in the judgment of the Board

of Directors of the Corporation for the best interests of the property owners in **Longmeadow**, and the owners of the lot or lots herein bound by membership to the Corporation.

3. To remain in accord with HUD legal requirements, the following requirements must be complied with:

a. Every person or entity who is a record owner of any lots is entitled to membership and voting rights in the association. Membership is appurtenant to, and inseparable from, ownership of the lot or lots.

b. If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

c. Amendment of the Certificate of Incorporation requires the approval of at least 2/3 of the lot owners.

d. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Certificate of Incorporation, requires prior approval of HUD/VA as long as there is a Class B membership.

ARTICLE IV

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

ARTICLE V

The members of the Corporation shall be the owners of lots in **Longmeadow**, as more particularly set forth in the Maintenance Declaration requiring membership

in the Corporation, or their heirs, executors, administrators, successors or assigns, transferees, devisees, or grantees of the owners of said lots in **Longmeadow**. Longmeadow, LLC, shall continue to be a member hereof so long as it is the owner of any lot or lots in said **Longmeadow**. Any governmental body which takes title to any public open space in **Longmeadow** is not deemed to be a member of the Corporation. All the records 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 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 proportions 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 or 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 with 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 State 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 or encumbrance 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 ten percent (10%) 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 Corporation shall at no time expend more money within any one (1) year 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 forth.

ARTICLE VIII

The name and address of the incorporator is as follows:

Edward B. Rosenthal, Esquire
Rosenthal, Monhait, Gross & Goddess, P.A.
Suite 1401, Mellon Bank Center
P.O. Box 1070
Wilmington, DE 19899-1070

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 debts of the Corporation 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

The Corporation shall have power to acquire by purchase, devise 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 actions by the Corporation shall be for the purpose of carrying out the objects of which it is incorporated, and must be consistent with the terms set forth in Article III(3) above.

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 statutes 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 accordance with the provisions of the General Corporation Law of the State of Delaware, do make this Certificate hereby declaring and certifying that the facts herein set forth are true.



EDWARD B. ROSENTHAL

STATE OF DELAWARE :
: SS.
NEW CASTLE COUNTY :

BE IT REMEMBERED, that on this 15TH day of April, 1999, personally appeared before me, the Subscriber, a Notary Public for the State and County aforesaid, EDWARD B. ROSENTHAL, 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.

Carol M. Snyder
NOTARY PUBLIC