

10-17-97

Tax Map No.: 1-34-17-14
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Post Office Box 151
Georgetown, Delaware 19947
TBS:wh

CERTIFICATE OF INCORPORATION
OF

HOMES OF WATERSIDE CONDOMINIUM ASSOCIATION, INC.

FIRST: The name of this Corporation is Homes of WaterSide Condominium Association, Inc.

SECOND: The address of the registered office in the State of Delaware is P.O. Box 309, 660 S. Coastal Highway, Bethany Beach, Delaware 19930. The name of its Registered Agent at such address is Homes of Waterside Condominium Association, Inc.

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

FOURTH: The general purposes and objects 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 WaterSide 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 for WaterSide as recorded in the Office of the Recorder of Deeds for Sussex County, in Georgetown, Delaware, in Deed Book 2676, page 267 *et seq.*, and as amended from time to time, (hereinafter the "Declaration") 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 this 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 hereinabove stated and not for pecuniary profit, to acquire, hold, deal in, mortgage, pledge, lease, sell or exchange or in any other manner dispose of any kind or type of personal property;

(c) 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, country, 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 objects, 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 provision of this Certificate of Incorporation, or that the objects, 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 names and addresses of the Incorporators are as follows:

Tempe Brownell Steen P.O. Box 151, Georgetown, DE 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 Declaration and the By-Laws.

ELEVENTH: Meetings of the members may be held at such times 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 property in this Corporation, including cash on deposit in any bank or depository, shall upon dissolution of this Corporation inure to any member of this

Corporation. In the event of dissolution, the 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.

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 the Corporation are:

(1) Members of Corporation shall be every owner of a unit in WaterSide; provided, however, that any such person or entity which holds a lien or security interest on an owner's interest in a unit 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 classes of membership shall be as established in the Declaration.

(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 ten (10) 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 with respect to which a vote of members is required under the Declaration or under the provisions of Title 5 of the General Corporation Law of Delaware.

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 was 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 such 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 each of them (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 no reasonable cause to believe that such Indemnitee's conduct was unlawful.