

CERTIFICATE OF INCORPORATION

OF

REHOBOTH BEACH HOME OWNERS' ASSOCIATION

FIRST: The name of the corporation is: REHOBOTH BEACH HOME OWNERS' ASSOCIATION.

SECOND: Its registered office in the State of Delaware is to be located at 701 King Charles Avenue in the City of Rehoboth Beach, Lewes & Rehoboth Hundred in Sussex County. Its Registered Agent is: Wilbur J. Martin, 701 King Charles Avenue, Lewes & Rehoboth Hundred, Rehoboth Beach, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, conducted, promoted or carried on by it shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: This corporation shall be a membership corporation. It is not organized for profit and shall not have authority to issue capital stock. No part of the revenue, earnings, income or property of the corporation shall inure to the benefit of its members, directors or officers, or any one or more of them. All revenues, earnings, or other income or property, after payment of expense of operation, shall be held and used exclusively for the carrying out of the objects and purposes of this corporation as herein set forth. The conditions, classifications, and qualifications of membership, the limitations, rights, powers and duties of members, the method of expulsion from and termination of membership in or limitation upon or qualification of voting power and all other matters pertaining to the members, and the conduct, management and control of the properties and affairs of this corporation shall be as provided from time to time in the By-laws of the corporation and amendments thereto. Any director or officer of this corporation shall be entitled to reimbursement by the corporation for actual out-of-pocket expenses in connection with the performance of his official duties as an officer or director of the corporation but, except as aforesaid, no officer or director shall receive any compensation whatsoever for services rendered the corporation.

FIFTH: The name and address of the incorporator is as follows:

NAME	MAILING ADDRESS
Wilbur J. Martin	701 King Charles Avenue Rehoboth Beach, Delaware 19971

SIXTH: In furtherance and not in limitation of the powers conferred by the Laws of the State of Delaware, the Board of Directors is expressly authorized:

- (1) To make, alter, amend and repeal the By-laws except as may otherwise be provided in the By-laws;
- (2) To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the By-laws of the corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

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(3) From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them shall be open to the inspection of the members, and no member shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the members;

(4) This corporation may in its By-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law;

(5) The annual meeting of the corporation shall be held at such time and place as provided for in the By-laws of the corporation.

SEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on members, directors and officers are subject to this reserved power.

EIGHTH: (1) The property and affairs of this corporation shall be managed by a Board of Directors who shall be selected from the membership of this corporation. The number of directors shall be as fixed in the By-laws, but shall not be less than five elected members. The directors shall be elected at the annual meeting of the corporation, except that the original directors shall be elected as hereafter set forth.

(2) The original directors shall be those persons elected as officers at the organizational meeting of the Association held on August 27, 1971, in Rehoboth Beach, Delaware, and shall serve for a two year term or until their successors are duly elected and qualified.

(3) The directors shall elect at any meeting such replacements to the Board as may be necessary to fill unexpired terms of the Board of Directors, provided, however, that whenever the number of members of the Board of Directors shall be increased the newly created directors shall be elected at the annual or special meeting of the members of the corporation. Any number of members of the corporation, not less than five, or such greater number as the By-laws may provide, who attend an annual or special meeting of the corporation, shall constitute a quorum for the doing of all business for and on behalf of the corporation.

(4) Election of directors after the original election shall be for a term as provided in the By-laws.

NINTH: Should the corporation be dissolved at any time, no part of its funds or property shall be distributed to or among its members, but after payment of its indebtedness, its surplus funds, and property, real and personal, shall be used for purposes like or similar to the purposes for which this corporation was organized in such manner as the then Board of Directors may determine. The Board of Directors may transfer the assets and liabilities or surplus to a similar non-profit corporation. In default of a determination for the disposition of the surplus of the corporation, such surplus shall go to the City of Rehoboth Beach for recreational and educational purposes.

TENTH: The Board of Directors may make donations and loans to promote education, natural resources, and recreational activities, and safety. The entire principal and income of property of the corporation is hereby permanently and exclusively devoted to the educational, recreational and charitable purposes of this corporation, except that the directors shall have full power to determine and in such manner as they may deem advisable the use of the income arising from and such part of the principal for the purposes above set forth.

The Undersigned, being the sole Incorporator, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10, 1899, being also Title 8 of the Delaware Code) and the acts amendatory thereof and supplemental thereto, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand and seal this 13 day of October, A.D., 1971.




Wilbur J. Martin (SEAL)

STATE OF DELAWARE * SS:
COUNTY OF *

BE IT REMEMBERED, That on this 13 day of October, A.D., 1971, personally appeared before me, the subscriber, a Notary Public for the State and County aforesaid, WILBUR J. MARTIN, the Incorporator of the foregoing Certificate of Incorporation, known to me personally to be such, and he acknowledged the said Certificate to be his Act and Deed, and that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



Notary Public

