

CERTIFICATE OF INCORPORATION

OF

BETHANY WEST RECREATION ASSOCIATION, INC.

FIRST - The name of this Corporation is Bethany West Recreation Association, Inc.

SECOND - Its registered office in the State of Delaware is to be located at c/o Commerce Corner, Inc., in the town of Ocean View County of Sussex.

The registered agent in charge thereof is Commerce Corner, Inc. (a domestic corporation) at Ocean View, Sussex County, Delaware.

THIRD - The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"To purchase, construct, manage, own, repair and operate recreational facilities and areas for the benefit of the members of this corporation and others on a non-profit basis in a subdivision known as Section One (1), Bethany West, Bethany, Sussex County, Delaware, and further, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general Corporation Law of Delaware."

FOURTH - The corporation shall not have any capital stock, and the conditions of membership shall be as follows; viz:

The conditions of membership shall be stated in the By-Laws.

FIFTH - The names and places of residence of the incorporator is as follows:

Name:

Ernest C. Raszkauskas

Residence

9004 Rouen Lane
Potomac, Maryland 20854

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SIXTH - The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the By-Laws. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the By-Laws of the corporation shall have and may exercise all the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the By-Laws so provide, be classified as to term of office. The Corporation may elect such officers as the By-Laws may specify; who shall, subject to the provision of the Statute, have such titles and exercise such duties as the By-Laws may provide. The board of directors is expressly authorized to make, alter or repeal the By-Laws of this corporation.

This corporation may in its By-Laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute, provided that the board of directors shall not exercise any power of authority conferred herein or by Statute upon the members.

SEVENTH - Meetings of members may be held without the State of Delaware, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the Statutes) outside the State of Delaware at such place or places as may be from time to time designated by the board of directors.

EIGHTH - The 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 the Statute, and all rights conferred upon members herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 28 day of December, A.D. 1967.

Ernest C. Raskauskas (SEAL)
Ernest C. Raskauskas

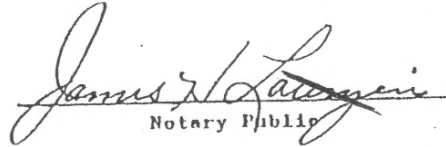
STATE OF DELAWARE)
COUNTY OF KENT)

BE IT REMEMBERED that on this 28 day of December A.D. 1967, personally came before me, a Notary Public for the State of Delaware.

REVIEWS
RECORDED

Ernest C. Raskaunican, party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

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


Notary Public