

**CERTIFICATE OF INCORPORATION
OF
QUILLEN'S POINT HOMEOWNERS ASSOCIATION, INC.**
(Vol. 87 Page 86 - Filed Dec. 1, 1981, 9 a.m. with Secretary of State)
(Original document dated 1981)

Reissued to all QPHA owners in October 1999.

Reproduced from original Certificate of Incorporation dated DECEMBER 1, 1981 and signed on NOVEMBER 3, 1981.

FIRST: The name of this Corporation is **QUILLEN'S POINT HOMEOWNERS ASSOCIATION, INC.**

SECOND: The Registered Office of this Corporation in this State shall be at **Pine and Race Streets, Sussex County, Georgetown, Delaware,** and the Registered Agent in charge thereof shall be **Tunnell & Raysor.**

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 Quillen's Point 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 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 the 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 of 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 provisions 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:

Mary-Beth Pepper R.D. 1, Box 139B, Georgetown, Delaware
Lois Ann Bradley..... R.D. 1, Box 448A, Milford, Delaware
Ruth B. Bishop Rt. 1, Box 224, Milford, Delaware

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 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 this Corporation are:

(1) Members of the Corporation shall be every Owner of a lot in Quillen's Point; provided, however, that any such person or entity which holds a lien or security interest on an Owner's interest in a Lot 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) There shall be the following class of membership in the Corporation:
Class A members shall be all lot owners who shall be entitled to one (1) vote for each Lot. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of such Lot shall be exercised as they among themselves determine, but **in no event shall more than one (1) vote be cast with respect to any lot.**

(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 "Indemnitees") 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 said 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 Indemnitees, 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.

WE, THE UNDERSIGNED, for the purpose of forming a Corporation under the Laws of the State of Delaware, do make, file and record this Certificate and do declare that the facts herein stated are herein true, and that we have accordingly hereunto set our respective Hands and Seals, this **3rd day of November, 1981.**

Witness (signed)	Mary-Beth Pepper (signed)	(SEAL)
Witness (signed)	Lois Ann Bradley (signed)	(SEAL)
Witness (none signed)	Ruth B. Bishop (signed)	(SEAL)

STATE OF DELAWARE :
: **SS.**
COUNTY OF SUSSEX :

BE IT REMEMBERED, that on this **30th day of November, A.D. 1981**, personally appeared before me, the Subscriber, a Notary Public in and for the State and County aforesaid, Mary-Beth Pepper, Lois Ann Bradley and Ruth B. Bishop, all parties to the foregoing Certificate of Incorporation, known to me personally to be such and severally acknowledged the said Certificate to be their act and deed, respectively, the facts therein stated are truly set forth,

GIVEN under my Hand and Seal of Office, the day and year aforesaid.

Marilyn R. Stevenson
Notary Public

Prepared by the Law Offices of Tunnell & Raysor, Georgetown, Del.

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(State Seal)

State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware, do hereby certify
that the attached is a true and correct copy of
Certificate of Incorporation filed in this office on December 1, 1981.

RECEIVED
MARY ANN McCABE
DEC 9 '81
RECORDER OF DEEDS
SUSSEX COUNTY

(Signed)
Glenn C. Kenton, Secretary of State
BY: (Signed)
DATE: December 1, 1981.