

**CERTIFICATE OF INCORPORATION
FOR
WILLOW LAKE HOMEOWNER'S ASSOCIATION, INC.
(A Non-Profit Organization)**

FIRST: The name of this Association is WILLOW LAKE HOMEOWNER'S ASSOCIATION, INC.

SECOND: Its registered office in the State of Delaware is located at Route 1, Box 17B, Ocean View, Sussex County, Delaware 19970. The name of its registered agent at such address upon whom process against the Association may be served is the corporation itself.

THIRD: The objects and purposes of this Association shall be the operation, maintenance and repair of the community on-site sewer collection, treatment and disposal system, including the pipelines, manholes and appurtenances, the sewage pumping station and force main, and the treatment tanks, dosing station and subsurface disposal beds and appurtenances, and for the collection of fees and special assessments, with such association intended but not required to be organized and operated as a "Homeowners Association" within the meaning of Section 528 of the Internal Revenue Code of 1986. The foregoing objects and purposes are intended to be accomplished by the developer of Willow Lake, until such time as the said developer no longer has responsibility for such objects and purposes, in which event the foregoing objects and purposes shall be assumed by the Association as set forth in a Declaration of Covenants, Restrictions and Easements, for Willow Lake, recorded in Deed Book 2649, Page 8, in the Office of the Recorder of Deeds, in and for Sussex County, Georgetown, Delaware.

FOURTH: This Association is a nonprofit organization and shall have no authority to issue capital stock.

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

David N. Rutt
Moore & Rutt, P.A.
P.O. Box 554
Georgetown, Delaware 19947

SIXTH: The existence of this Association shall be perpetual.

PREPARED BY: MOORE & RUTT, P.A.
P.O. Box 554
Georgetown, DE 19947

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/06/2002
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SEVENTH: The members of the Association shall be the owners of the lots in Willow Lake, but only for so long as they are and remain owners therein. The members shall be required to pay such assessments as may, from time to time, be levied for the purposes of the Association. At all meetings of the Association the owners of each lot shall be entitled collectively to cast one vote, or if any member or members own more than one lot, then they may collectively vote in person or by proxy. The direction and management of the Association shall be carried on by the Board of Directors which shall consist of Directors as provided in the Bylaws.

The Association may exercise any and all powers incidental and necessary to carry out the purposes of the Association as set out hereinabove. This Association shall be forever operated exclusively for the purposes aforesaid. No part of the net earnings or property of the Association shall inure to the benefit or private profit of the Association's members, Directors or officers, or to any member of their families or to any individual organization (other than by acquiring, constructing or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees or assessments). In the event of the dissolution of this Association (which dissolution cannot occur without the written agreement of the Department of Natural Resources and Environmental Control of the State of Delaware) the assets of the Association shall be dedicated to an appropriate municipality or to an association or entity with purposes similar to those of this Association.

EIGHTH: Private property of the members shall not be subject to the payment of the Association's debts except as required by the Declaration of Covenants, Restrictions and Easements for Willow Lake referred to in paragraph THIRD of this Certificate or as otherwise specifically provided herein.

NINTH: No director of the Association shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty of the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Association Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

TENTH: The Association shall have the power to indemnify any 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 (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys'

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fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceedings, had not reasonable cause to believe his conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ELEVENTH: The Board of Directors shall have the whole and sole control of the property and business of the Association, except as shall be otherwise provided by the laws of the State of Delaware and except that none of the property of the Association shall be used for any purpose other than the purposes herein set forth.

TWELFTH: The Association shall have power to receive, by deed, assignment, gift, bequest or otherwise, and to purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, real and personal property of whatever kind or nature, provided, however, that no real property of the Association may be mortgaged without the consent of at least two-thirds (2/3) of the members.

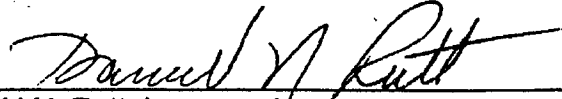
THIRTEENTH: This Association shall have the power to enter into, make and perform, contracts of every kind with any person, firm, association or corporation, governmental body or agency and without limit as to amount, to draw, make, acknowledge, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware, insofar as the same may be necessary or incidental to the exercise of the powers of the Association.

FOURTEENTH: When authorized by the written consent or pursuant to the affirmative vote of two-thirds (2/3) of all the members of the Association, the affairs of this Association may be liquidated, dissolved or wound up, if permitted by the Department of Natural Resources and Environmental Control of the State of Delaware.

FIFTEENTH: The Board of Directors of the Association shall have the power to amend, alter, change or repeal any provision of the Bylaws in the manner provided in said Bylaws.

SIXTEENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Delaware, upon the affirmative vote of two-thirds (2/3) of the members of the Association.

I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a non-profit corporation to do business both within and without the State of Delaware and in pursuance of Title 8 of Delaware Code, 1953, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 2nd day of May, 2002.

A handwritten signature in cursive script, appearing to read "David N. Rutt", written over a horizontal line.

David N. Rutt, Incorporator

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WILLOW LAKE HOMEOWNER'S ASSOCIATION, INC.**

Willow Lake Homeowner's Association, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of the Willow Lake Homeowner's Association, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendment is as follows:

RESOLVED: That the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "**THIRD:**" so that, as amended, said Article shall be and read as follows:

"THIRD: The objects and purposes of this Association shall be the operation, maintenance and repair of all common areas, roadways and facilities of Willow Lake subdivision, and for the collection of fees and special assessments, with such association intended but not required to be organized and operated as a "Homeowners Association" within the meaning of Section 528 of the Internal Revenue Code of 1986. The foregoing objects and purposes are intended to be accomplished by the developer of Willow Lake, until such time as the said developer no longer has responsibility for such objects and purposes, in which event the foregoing objects and purposes shall be assumed by the Association as set forth in a Declaration of Covenants, Restrictions and Easements, for Willow Lake, recorded in Deed Book 2649, Page 8, in the Office of the Recorder of Deeds, in and for Sussex County, Georgetown, Delaware"; and

FURTHER RESOLVED: That the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "**FOURTEENTH:**" so that, as amended, said Article

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shall be and read as follows:

"FOURTEENTH: When authorized by the written consent or pursuant to the affirmative vote of two-thirds (2/3) of all the members of the Association, the affairs of this Association may be liquidated, dissolved or wound up."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said Willow Lake Homeowner's Association, Inc., has caused the certificate to be signed by Jeffrey A. Clark, its President, and Sharon Clark, its Secretary, this _____ day of _____, 2005.

WILLOW LAKE HOMEOWNER'S
ASSOCIATION, INC.

By: _____
Jeffrey A. Clark, President

[CORPORATE SEAL]

Attest: _____
Sharon Clark, Secretary

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