

CERTIFICATE OF INCORPORATION
OF
THE VILLAGES OF OLD LANDING SECTION II MAINTENANCE CORPORATION

FIRST: The name of this corporation is **THE VILLAGES OF OLD LANDING SECTION II MAINTENANCE CORPORATION**.

SECOND: Its registered agent in the State of Delaware is **RICHARD C. WOODIN** located at **5177 West Woodmill Drive, Suite 6, Wilmington, DE 19808**. (New Castle County)

THIRD: The purpose of the corporation is to provide snow removal, maintenance, repair, replacement, and regulation of roads, streets, and entrance ways, if not provided by the State of Delaware; to maintain and repair as required all "Stormwater Management Areas"; to maintain, repair, and replace walks, paving, structures, buildings, equipment, landscaping and other improvements, if any, on Open Spaces; to mow Open Spaces; to obtain and maintain liability and other insurance; to promulgate and enforce rules and regulations; to accept responsibility (if same is assigned and delegated) to enforce existing restrictive covenants; and to accept and hold title to Open Spaces and storm water management systems; all for and in connection with the real estate development plan known as The Villages of Old Landing Section II situated in Sussex County within the State of Delaware, as the same may be hereafter from time to time be

expanded to include additional lots and parcels of land; and to levy assessments and take all other actions necessary, desirable, or incident to accomplish and exercise the corporation's purposes, powers, and duties.

FOURTH: This corporation is not a corporation organized for profit and it shall have no capital stock. The initial members of the corporation shall be the owners of the Lots in The Villages of Old Landing, but only for so long as they are and remain such owners. The members shall be required to pay such assessments as may from time to time be levied by the corporation for its purposes, less discounts if paid before those certain dates as set from time to time by the Board of Directors. Subject to the provisions of the FIFTH paragraph hereof, at all the meetings of the members of the corporation, 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 cast one vote for each lot owned, this vote may be cast in person or by proxy.

FIFTH: Prior to the first year that Atlantic Land Company, LLC holds title to no more than two (2) of the lots for which no Certificate of Occupancy has been issued, the Directors appointed in this Certificate of Incorporation (the "Initial Directors") shall act as the Board of Directors of the corporation, with the sole power to elect their successors and to fill any vacancies on the Board of Directors. Thereafter, the members shall be entitled to elect the Board of Directors.

SIXTH: Prior to the year in which Atlantic Land Company holds title to no more than two (2) of the lots for which no Certificate of Occupancy has been issued, the Board of Directors shall establish the annual assessment for the corporation's purposes levied against each lot for which a Certificate of Occupancy has been issued, except that such annual assessment shall not exceed \$240.00 without the consent of a majority of the owners of the lots which are subject to such assessment. At the first annual meeting of the members at which such members are entitled

to elect a Board of Directors, and at each regular meeting thereafter, the members of the corporation shall establish the amount of annual assessment for the coming year, and the Board of Directors shall thereon promptly levy such assessment for the purposes of the corporation upon property owners of each lot or lots on which a residence has been constructed and for which a permanent Certificate of Occupancy has been issued. Assessments shall be the same for all such lots, and shall be payable annually in advance on the first day of June in each year, subject to such discount or discounts, if paid before certain dates, as the Board of Directors may fix from time to time. To the extent that any such assessment shall remain unpaid after June 1 of the year for which such assessment is made, it shall become a lien on the lot with respect to which the assessment was made, and may be recovered by appropriate execution and sale of said lot or lots by the corporation or its attorney, subject nevertheless to institutional first mortgages. Notwithstanding the foregoing, however, the Board of Directors may elect to make the annual assessment payable semi—annually, quarterly, or monthly.

SEVENTH: Nothing herein shall be regarded as imposing on the corporation's directors, officers, or members, personal liability to the corporation's creditors. Nothing herein shall authorize the corporation to make levies or assessments except for a proper corporate purpose as set forth in this Certificate, unless this Certificate has been amended to expand or change such purpose by unanimous vote of all members.

EIGHTH: The name and mailing address of the Incorporator are as follows:

RICHARD C. WOODIN
5177 West Woodmill Drive
Suite 6
Wilmington, DE 19808

NINTH: The powers of the incorporator are to terminate upon the filing of the Certificate of Incorporation, and the names and mailing addresses of the persons who are to serve as the directors until the first annual meeting of the members or until their successors are elected and qualified are as follows:

Name

Gerald E. Dixon

Address

1204 King Street
Wilmington, DE 19801

Keith E. Adams

993 Baneswood Drive
Kennett Square, PA 19348

Richard C. Woodin

5177 West Woodmill Drive, Suite 6
Wilmington, DE 19808

Timothy Wentling

5179 West Woodmill Drive, Suite 5
Wilmington, DE 19808


TENTH: The directors shall have the power to make and to alter or amend the by-laws, to fix the amount to be reserved as working capital, and to authorize and cause to be executed bonds, mortgages, and liens without limit as to amount upon the property and franchises of this corporation. The directors shall have power by a resolution passed by a simple majority vote of the whole board under suitable provisions of the by-laws to designate two or more of their number to constitute an Executive Committee, which Committee shall, for a time being as provided in said resolution or in the by-laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the said corporation to be affixed to all papers which may require it.

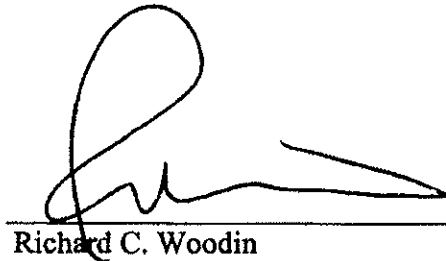
ELVENTH: This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now and hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors, and members herein are granted subject to this reservation.

TWELFTH: The conditions of membership of this corporation shall be set forth in the By-Laws of this corporation as adopted by the directors of this corporation.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make and file this Certificate, and do certify that the facts herein stated are true and I have accordingly hereunto set my respective hand and seal. Dated in Wilmington, Delaware, on the 5th day of February, 2002.

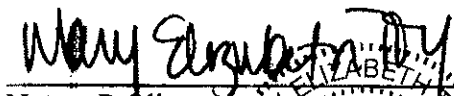
In the Presence of:

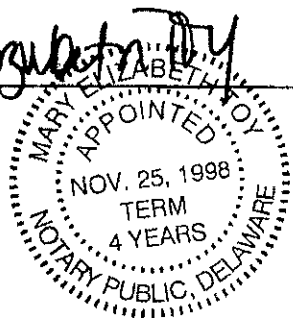

Witness

 (Seal)
Richard C. Woodin

State of Delaware
New Castle County

Sworn to and subscribed before me, on the 5th day of February, 2002.


Notary Public



STATE OF DELAWARE
CERTIFICATE OF CORRECTION OF NAME OF CORPORATION

FIRST: The name of this Corporation is THE VILLAGES OF OLD LANDING
SECTION II MAINTENANCE CORPORATION.

SECOND: The name of the subdivision on the records of Sussex County, Delaware, is
The Meadows at the Villages of Old Landing.

THIRD: The difference in the name of the subdivision and the name of the corporation
has created confusion in several areas, including the readdressing being accomplished by Sussex
County for 911 purposes, and the preparation of legal documents, such as deeds and mortgages.

FOURTH: The original Certificate of Incorporation was prepared in error, as it did not
correctly mirror the name of the subdivision as approved by Sussex County and recorded with the
Office of the Recorder of Deeds in and for Sussex County.

FIFTH: The purpose of this Certificate is to correct the name of the corporation to read
THE MEADOWS AT THE VILLAGES OF OLD LANDING, INC.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Correction to be
prepared this 1st day of December, 2006.

President

J. F. Ruiz, Jr.
Joe Ruiz

Attest:

Secretary

George Johnson
George Johnson