



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

090262335

9001061
TUNNELL & RAYSOR, P.A.
30 EAST PINE STREET
P. O. BOX 151
GEORGETOWN
ATTN: SUE MESSICK

DE 19947

03-13-2009

DESCRIPTION	AMOUNT
NASSAU GROVE HOME OWNERS ASSOCIATION, INC. 4665409 0102 Incorp Delaware Non-Stock	
Incorporation Fee	15.00
Receiving/Indexing	25.00
Data Entry Fee	5.00
Court Municipality Fee, Grgetown	20.00
Surcharge Assessment-Sussex	6.00
Page Assessment-Sussex County	81.00
Expedite Fee, 24 Hour	50.00
FILING TOTAL	202.00
CHARGED TO ACCOUNT	202.00

**CERTIFICATE OF INCORPORATION
FOR
NASSAU GROVE HOME OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, in order to form a nonprofit Corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

ARTICLE I

The name of the Corporation is Nassau Grove Home Owners Association, Inc., and shall mean and refer to a membership comprised of lot owners of property in the community known as Nassau Grove, as described in Article IV(a).

ARTICLE II

The registered office of the corporation shall be: c/o Tunnell & Raysor, P.A., 30 East Pine Street, Post Office Box 151, Georgetown, Sussex County, Delaware 19947, and its registered agent at that address shall be Tunnell & Raysor, P.A.

ARTICLE III

The corporation shall be a non-profit organization.

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE IV

The general purpose and objects for which the Corporation is organized and the powers which it shall have are as follows:

- a) To promote the collective and individual interests and rights of all persons, firms and corporations owning property in Nassau Grove, as said property is shown on that

certain Declaration Plan of Nassau Grove situate in Lewes Rehoboth Hundred, Sussex County, Delaware, said Declaration Plan dated May 30, 2007, being of record in the Office of the Recorder of Deeds, in and for Sussex County, at Georgetown, Delaware, in Plat Book 114, Page 220;

b) To care for and manage the common areas, business operations and affairs of the property on behalf of the Unit Owners;

c) To collect, maintain and disburse the maintenance assessments collected from unit owners of Nassau Grove;

d) To collect, maintain and disburse insurance assessments, if any, collected from unit owners of Nassau Grove;

e) To enforce the remedies for violation of the restrictive covenants or reservations of Nassau Grove, including failure to pay assessments;

f) To generally perform those duties designated as duties to be performed by Nassau Grove Home Owners Association, Inc. as set forth in the restrictive covenants, reservations and remedial clauses of Nassau Grove, as the same may be amended from time to time;

g) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of units in Nassau Grove and their property interests therein;

h) To exercise any and all powers that may be delegated to it from time to time by the owners of units in Nassau Grove.

ARTICLE V

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 this 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 or 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.

ARTICLE VI

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 provision 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.

ARTICLE VII

The terms of existence of this corporation is perpetual, from the date hereof.

ARTICLE VIII

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.

ARTICLE IX

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.

ARTICLE X

Meetings of the members may be held at such times and places as may from time to time be prescribed by the By-Laws.

ARTICLE XI

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 statues of the State of Delaware; and all rights and powers conferred on the members

and officers herein are granted subject to this reservation.

ARTICLE XII

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.

ARTICLE XIII

No part of the net revenue of this Corporation shall inure to the benefit of any member thereof.

ARTICLE XIV

The corporation shall not have authority to issue capital stock, but shall have membership. Provisions relating to the members of the Corporation are:

(1) Members of Corporation shall be every owner of Nassau Grove; provided, however, that any such person or entity which holds a lien or security interest on an owner's interest in a unit for 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: Members shall be all unit owners who shall be entitled to the percentage vote as set out in the Declaration dated June 29, 2007, and recorded in the Office of the Recorder of Deeds, in

and for Sussex County, in Georgetown, Delaware, in Deed Book 3476, page 172. When more than one (1) person holds an interest in any unit, all such persons shall be members. The vote of such unit shall be exercised as they among themselves determine, but in no event shall more than the percentage vote allocated to a unit be cast with respect to any unit.

(3) 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 8 of the General Corporation Law of Delaware.

ARTICLE XV

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 "Indemnities") 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 such 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 Indemnities, 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.

ARTICLE XVI

The number of directors constituting the initial Board of directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Tavner Robert Vantrease, Jr., 1201 College Park Dr., Dover, Delaware 19901

Jeff Minich, 1201 College Park Dr., Dover, Delaware 19901

Brian Messenio, 1201 College Park Dr., Dover, Delaware 19901

ARTICLE XVII

The incorporator of the Corporation is Heidi A. Balliet, Esquire, Tunnell & Raysor, P.A., 30 East Pine Street, P.O. Box 151, Georgetown, DE 19947.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the laws of the State of Delaware, do make, file and record this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 12th day of March, 2009.

WITNESS:

Susan G. Messick

INCORPORATOR:

Heidi A. Balliet

Heidi A. Balliet, Esquire
Tunnell & Raysor, P.A.
30 East Pine Street
P.O. Box 151
Georgetown, DE 19947
(302) 856-7313

STATE OF DELAWARE :
: ss.
COUNTY OF SUSSEX :

BE IT REMEMBERED, That on this 12th day of March, A.D. 2009, personally came before me, The Subscriber, a Notary Public in and for the State and County aforesaid, **HEIDI A. BALLIET**, party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged this Certificate to be her act and deed, the facts therein stated are truly set forth.

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

SUSAN G. MESSICK
Notary Public
State of Delaware
My Commission Expires on Oct. 21, 2010

Susan G. Messick
Notary Public
Print or Type Name
My Commission Expires: