

CERTIFICATE OF INCORPORATION

OF

BETHANY BEACH LANDOWNERS ASSOCIATION

FIRST: The name of this corporation is Bethany Beach Landowners Association.

SECOND: Its registered office and principal place of business in the State of Delaware is to be the residence of Harold Hoatson, located at the corner of Delaware Avenue and Pine Street, in the Town of Bethany Beach, Sussex County, Delaware. The registered agent in charge thereof is Harold Hoatson.

THIRD: The purposes for which the corporation is organized are to carry on charitable, educational and civic work for the improvement of Bethany Beach, and in furtherance of these ends:

(a) To engage in any lawful activity necessary and desirable for the improvement of Bethany Beach.

(b) To preserve the historical character and develop the aesthetic values of Bethany Beach.

(c) To collect and disseminate information of an economic, political, social or governmental character.

(d) To present the views of the members and of the Association to other organizations, the government, and the public.

(e) To engage in any lawful activities which tend to protect the interests of members of the Association.

FOURTH: The corporation shall not have authority to issue stock and persons owning real property in Bethany Beach, Delaware shall be eligible for election to membership in the Association, provided that a corporation which owns real property or properties in Bethany Beach shall be entitled to not more than one membership.

FIFTH: The names and places of residence of the incorporators are as follows:

Frank H. Strickler	7707 Maryknoll Avenue Bethesda, Maryland 20034
Lawrence Jacobsen	4416 Edmunds Street, N. W. Washington, D. C. 20007
Edward P. Lilly	3245 Beech Street, N. W. Washington, D. C. 20015

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 bylaws, but in no case shall the number be less than three. The directors shall be members of the corporation. 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 bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The bylaws 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 bylaws 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 bylaws 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 bylaws so provide, be classified as to term of office. The corporation may elect such officers as the bylaws may specify, who shall, subject to the provision of the statute, have such titles and exercise such duties as the bylaws may provide. The membership is expressly authorized to make, alter or repeal the bylaws of this corporation.

This corporation may in its bylaws 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 bylaws so provide.

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.

NINTH: This corporation is organized for exclusively civic, charitable and educational purposes and in furtherance thereof. Upon the liquidation or dissolution of this corporation for any cause whatsoever, or upon the abandonment of any of its property, neither the property of the corporation nor any right therein shall inure to the benefit of any of the members of the corporation or its board of directors, or any private individuals, but all such property or rights therein, or the proceeds thereof, shall be and become vested in some successor corporation which at the time of such distribution is qualified as exempt from the payment of federal income taxes as a charitable and educational corporation under the provisions of the Internal Revenue Code of 1954 or under corresponding provisions of any subsequent law as the same may be amended, and if there is no such legal successor or if such successor does not meet the foregoing requirements then the board of directors of this corporation then in office shall fully dispose of all such property, or rights therein, or the proceeds thereof, to such corporation, or unincorporated association, or organization as the board of directors in their sole and absolute discretion may select and designate, provided that such corporation, unincorporated association or organization at the time of such distribution hereunto meets the requirements of tax exemption as an educational and charitable corporation under the provisions of the Internal Revenue Code of 1954 or any subsequent amendment thereof or addition thereto.

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 14th day of October, A.D. 1969.

Frank H. Strickler
Frank H. Strickler

Lawrence Jacobsen
Lawrence Jacobsen

Edward P. Lilly
Edward P. Lilly

City of Washington)
) ss:
District of Columbia)

Be it remembered that on this 14th day of October A.D., 1969, personally came before me, a Notary Public for the City of Washington, District of Columbia, Frank H. Strickler, Lawrence Jacobsen, and Edward P. Lilly, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

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

Vera M. S. Simpson
Notary Public