

# Delaware

Page 1

The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WOODFIELD PRESERVE PROPERTY OWNERS ASSOCIATION, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2018, AT 12:20 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS.*



  
Jeffrey W. Bullock, Secretary of State

6819310 8100  
SR# 20182255342

Authentication: 202414198  
Date: 03-28-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF INCORPORATION  
OF  
WOODFIELD PRESERVE PROPERTY OWNERS ASSOCIATION, INC.**

FIRST: The name of this corporation is “Woodfield Preserve Property Owners Association, Inc.” (hereinafter referred to as the “Association”).

SECOND: The registered office of the Association in the State of Delaware is 18949 Coastal Highway, Suite 301, Rehoboth Beach, Delaware 19971, and the registered agent at such address is the Association itself.

THIRD: The nature of the business of the Association is to provide for the maintenance of the Association Property (as defined in the Master Declaration of Covenants, Conditions, Easements and Restrictions dated effective March 22, 2018, and of record in the Office of the Recorder of Deeds in and for Sussex County, Delaware (the “Recorder’s Office”) in Deed Book 4861, Page 20, *et seq.*, as the same may be amended from time to time (the “Master Declaration”), located at the residential community project known as “Woodfield Preserve,” in Broadkill Hundred, Sussex County, Delaware (the “Community”), which Community consists of two hundred fifty-four (254) dwelling lots (each individually a “Lot” and collectively the “Lots”), together with appurtenant Association Property (collectively, the “Project”). The Project is more particularly bounded and described on the Woodfield Preserve Final Record Plan prepared by Element and by Miller Lewis, Inc., dated October 22, 2010, last revised January 21, 2011, said plan being recorded in the Recorder’s Office at Plat Book 165, Page 32, as it may be amended from time to time (as amended, the “Master Plan”). The maintenance of the Association Property shall be in accordance with the applicable provisions of the laws and ordinances of all applicable governmental authorities and pursuant to the provisions and requirements of the Master Declaration.

FOURTH: The Association is not a corporation organized for profit and it shall have no capital stock. The members of the Association shall be the Owners of the Lots (as defined in the Master Declaration and as shown on the Master Plan), but only for so long as they are and remain Owners. The members shall be required to pay such assessments as may from time to time be levied by the Board of Directors of the Association (the “Board”) and as otherwise provided in the Master Declaration. At all the meetings of the Association the Owners of each Lot shall be entitled collectively to cast such vote or votes as provided for in the Bylaws of the Association, to be recorded in the Recorder’s Office, which vote or votes may be cast in person or by proxy.

The Board shall levy an assessment upon the Owners of each Lot for the Association to carry-out its purposes as set forth in the Bylaws of the Association. Said assessment shall, in any year, be apportioned pursuant to a method to be established in the Bylaws of the Association, and it shall be payable in such installments, in advance, and on such date or dates as the Board may fix from time to time. To the extent that any such assessment shall remain unpaid after they are due in any year for which such assessment is made, it shall become a lien on said Lot(s) and may be recovered by appropriate execution and sale of said parcel of land by the Association or its attorney, or

any other right or remedy available at law or in equity, subject nevertheless to institutional liens and mortgages. Notwithstanding the foregoing, however, the Board may assess for a partial year in the Association's first year of existence. The Board may also elect to levy special assessments pursuant to the relevant provisions in the Bylaws of the Association.

Nothing herein shall be regarded as imposing on the members personal liability to the Association's creditors. Nothing herein shall authorize the Association to make levies or assessments except for a proper corporate purpose as set forth in this Certificate of Incorporation, the Bylaws of the Association, or as provided in the Master Declaration, unless this Certificate of Incorporation or the Bylaws of the Association have been amended to expand or change such purpose by the affirmative vote of members entitled to cast not less than sixty-seven percent (67%) of the votes of the members present, in person or by proxy, and voting at a meeting duly called for this purpose.

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

Daniel P. Johnson, Esquire  
Young Conaway Stargatt & Taylor, LLP  
Rodney Square  
1000 N. King Street  
Wilmington, DE 19801

SIXTH: The powers of said Incorporator shall terminate upon the filing of this Certificate of Incorporation. The business and affairs of the Association shall be carried on by the Board. The initial Board shall consist of three (3) Directors. Thereafter, the Board may be expanded to up to five (5) Directors as provided in the Bylaws of the Association. The terms of the Directors may be fixed by the Bylaws of the Association. Any vacancy occurring in the Board may be filled as provided in the Bylaws of the Association. Until such time as successors are elected and qualified, the following persons are to serve as the Directors of the Association, with a mailing address as set forth opposite such Director's name below:

	<u>Name</u>	<u>Address</u>
1.	Tom Tipton	18949 Coastal Highway, Suite 301, Rehoboth Beach, DE 19971
2.	Jaime Zolper	18949 Coastal Highway, Suite 301, Rehoboth Beach, DE 19971
3.	Ben Gordy	18949 Coastal Highway, Suite 301, Rehoboth Beach, DE 19971

SEVENTH: The Association shall have the power to acquire by purchase, devise or donation, or in any other manner, and to dispose of, any property, or property rights, real or personal, and to enter into and perform any and all contracts, leases, licenses or

other agreements or undertakings relative to the Association Property, and to mortgage, pledge, restrict the use of, or otherwise encumber or grant and convey easements, declaration of restrictions or other agreements of record with respect to any of its property, and to draw, make, endorse and accept promissory notes and bills of exchange, provided that any such action by the Association shall be for the purpose of carrying out the purposes for which it is incorporated, and provided that any such action is consistent with the foregoing provisions and the applicable provisions of the Master Declaration.

EIGHTH: The Association shall be considered a "civic organization" as defined in 9 *Del. C.* §8110 (a) (1) and is subject to the following provisions:

- (i) The Association is not organized for profit;
- (ii) No part of the net earnings of the Association shall inure to the benefit of any private shareholder, member or individual; and
- (iii) Upon liquidation or dissolution of the Association, or abandonment by the Association, none of the assets of the Association nor benefits from its property will inure to the benefit of any person or organization except a community chest, public or nonprofit, foundation, government, governmental agency, civic organization, maintenance corporation or other nonprofit organization.

NINTH: A Director shall not be personally liable for monetary damages for a breach of a fiduciary duty as a director unless: (i) such breach constitutes a breach of the duty of loyalty to the Association or its members; (ii) the act or omission was not in good faith or otherwise involved intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Director derived an improper personal benefit. A Director shall not be liable for a breach of the duty of loyalty for a self-interested transaction if the provisions of 8 *Del. C.* §144 are satisfied.

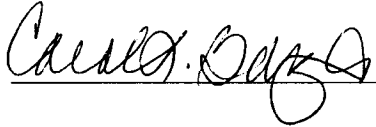
TENTH: This Certificate of Incorporation may not be amended except by the affirmative vote of members entitled to cast not less than sixty-seven percent (67%) of the votes of the members present, in person or by proxy, and voting at a meeting duly called for this purpose. The power to make, alter or repeal the Bylaws of the Association shall be in the members of the Association as provided in the Bylaws of the Association.

ELEVENTH: The election of the Directors of the Association need not be by ballot unless the Bylaws of the Association shall so provide.

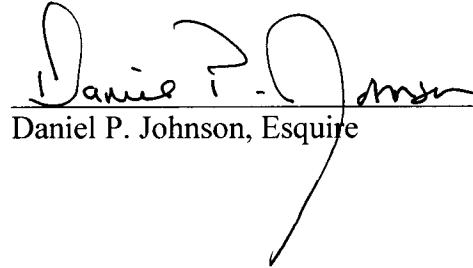
TWELFTH: The Association shall exist perpetually.

**THE UNDERSIGNED**, being the Incorporator for the purpose of forming a corporation in accordance with Title 8, Chapter 1, of the Delaware Code entitled "General Corporation Law," and the acts amendatory and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and ratifying that the facts herein are true, and accordingly, has set his hand and seal the 28<sup>th</sup> day of March, 2018.

In the Presence of:



Incorporator:

  
Daniel P. Johnson, Esquire