

CHARTER and BY-LAWS

WOODBROOK CIVIC ASSOCIATION
Woodbrook, New Castle County
Wilmington, Delaware

March 20, 1962

WOODBROOK CIVIC ASSOCIATION

CERTIFICATE OF INCORPORATION

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OF
WOODBROOK CIVIC ASSOCIATION

FIRST: The name of the corporation in WOODBROOK CIVIC ASSOCIATION.

SECOND: Its principal office in the State of Delaware is to be located at the community known as "Woodbrook" in the County of New Castle, and its resident agent is Woodbrook Civic Association, located in Brandywine Hundred, and whose Post Office address is Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, viz: --

To participate in such activities of local, state and national interests that will promote the welfare of the residents of Woodbrook and neighboring areas; to engage in programs of civic improvement and advancement; to insure the protection of property value in said community.

To organize, maintain and carry on an association composed of home owners or lessees of homes in the community known as "Woodbrook", located in the County of New Castle and State of Delaware, for the investigation, discussion and improvement of conditions and affairs in said community; and to exercise the right and privilege of soliciting and obtaining members and of levying and collecting such dues and assessments as may be provided for in the By-Laws of the corporation.

To organize, maintain and carry on a voluntary non-profit organization of the home owners or lessees of homes in said community for the purpose of community betterment, and for charitable and benevolent purposes, especially (a) the accumulation of funds for the relief of sick and destitute persons and other charitable purposes connected with the general aim and object of the corporation, (b) to assist in improving moral and social conditions in the community, and (c) for the purposes herein specified to receive donations and gifts, and to receive, manage, take and hold both real and personal property, by gift, grant, devise or bequeath.

To purchase, take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, convey, transfer, or in any manner whatever dispose of real property, within or without the State of Delaware.

To purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, assign, transfer, or in any manner dispose of goods, wares, merchandise and property of any and every class and description.

To purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, bonds, or other evidence of indebtedness created by other corporations and, while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, debentures and other negotiable or transferable instruments, so far as may be permitted by the laws of the State of Delaware,

To have one or more offices out of the State of Delaware, and to carry on business and promote its objects without restriction as to place or amount.

To do any and all things herein set forth, to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors., trustees, or otherwise, alone or in company with others.

FOURTH: This corporation is not organized for profit and shall not have authority to issue capital stock. No dividend, earnings or pecuniary profit in any form shall ensure to the benefit of any member; except that this shall not be deemed to prevent or preclude the Board of Directors, by a majority vote of the whole Board, from authorizing the payment of salaries to officers or agents of the corporation. The members of the corporation shall be home owners or lessees of homes in the community known as "Woodbrook", located in Brandywine Hundred, New Castle County in the State of Delaware. The By-Laws of this corporation shall prescribe the terms and conditions of membership, with respect to the admission of other members, and with respect to the resignation, suspension or expulsion of members.

FIFTH: The names and place of residence of each of the Incorporators are as follows:

F.M.Burns, Jr., 400 Country Club Drive, Woodbrook, Wilmington 3, Delaware

J.H.Louis, 411 Foulkstone Road, Wood brook, Wilmington 3, Delaware

R.A.Wentz, 101 Dexter Road, Woodbrook, Wilmington 3, Delaware

SIXTH: This corporation is to have perpetual existence.

SEVENTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

To make, alter, amend and repeal the By-Laws.

To set a part out of any of the funds of this corporation a reserve or reserves for any proper purpose, and to alter or abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the Directors of the corporation which, to the extent provided in said resolution or resolutions, or in the By-Laws of the corporation, shall have and exercise the powers of the Board of Directors in the management of the business 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. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

NINTH: Meetings of the corporation may be held without the State of Delaware if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the Statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors or in the By-Laws of the corporation.

TENTH: This 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 Statute, and all rights conferred upon officers; members of the Board of Directors and members of this association herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the Incorporators, for the purpose of forming a corporation, in pursuance of the General Corporation Law of the State of Delaware, 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 25 day of January, A. D. 1962.

F. M. Burns, Jr. (SEAL)

J. H. Louis (SEAL)

R.A. Wentz (SEAL)

In the Presence Of: Clinton M. Howard

STATE OF DELAWARE :

SS:

COUNTY OF NEW CASTLE :

BE IT REMEMBERED that on this 25 day of January, A. D. 1962, personally came before me, Clinton M. Howard, a Notary Public for the State of Delaware, F. M. Burns, Jr., Joseph H. Louis and R. A. Wentz, 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.

Clinton M. Howard
Notary Public

Clinton M. Howard
Notary Public
Appointed August 2, 1960
For Two Years
Delaware

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "WOODBROOK CIVIC ASSOCIATION", as received and filed in this office the first day of February, A. D. 1962, at 10 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and official seal at Dover this
first day of February in the year of our Lord
one thousand nine hundred and sixty-two.

ELISHA C. DUKES
Secretary of State

G. F. DOWNS
Ass't. Secretary of State

Secretary's Office
1855 Delaware 1793

Received For Record
February 5, 1962
Howard A. Casseday, Recorder.

STATE OF DELAWARE :

SS:

NEW CASTLE COUNTY :

Recorded in the Recorder's Office at Wilmington, in INCORPORATION Record
G, Vol. 77, Page 5 &c., the 5th day of February, A. D. 1962.

Witness my hand and official seal.

Howard A. Casseday
Recorder

By: Anthony J. Buda
Deputy

Recorder of Deeds Office
New Castle Co. Del.
Mercy - Justice

WOODBROOK CIVIC ASSOCIATION

BY-LAWS

WOODBROOK CIVIC ASSOCIATION

BY-LAWS

ARTICLE I.

NAME AND PRINCIPAL OFFICE

ONE. The name of this Association is WOODBROOK CIVIC ASSOCIATION.

TWO. The principal office of the Association shall be in the State of Delaware, and is to be located at the community known as "Wood brook" in the County of New Castle.

THREE. The Association may also have offices at such other places as the Board of Directors may from time to time determine, or the business of the Association may require.

ARTICLE II.

MEMBERS AND MEMBERSHIP

ONE. All persons home owners or lessees of homes in the community known as "Woodbrook" in the County of New Castle, State of Delaware, and who are residents thereof, shall be eligible for membership.

TWO. There shall be two classes of membership in the Association; namely, (1) an individual membership, and (2) a joint membership. The classification of each member shall be determined as follows:

(a) When a home situated in Woodbrook is owned or leased by one person such person may obtain an individual membership in the Association, or if such person is married, he or she may elect to become a member of the Association as a joint member with his or her spouse. In the event such a sole home owner or lessee of a home elects to become a joint member with his or her spouse, each of said joint members shall have all the rights and privileges and be subject to the obligations of joint members of the Association as fully as though such home were owned or leased by both spouses.

(b) In the event that a home situated in Woodbrook is owned or leased by two or more persons, any one of said persons may obtain an individual membership in the Association, or any two of said persons may obtain a joint membership therein, but in no event shall there be more than two of said persons who are members of the Association at the same time, and if there are two they must be joint members. In such cases, should any one of said persons obtain an individual membership in the Association, and another of said persons desires to become a member, the second of said persons to

apply for membership may not be accepted unless and until the person who first obtained the individual membership consents thereto and agrees to accept the status of a joint member with such person last applying for membership.

THREE. Any eligible person shall become a member in good standing upon receiving the affirmative vote of a majority of the Board of Directors at any regular or special meeting, and after having filed with the Secretary of the Association a membership subscription, and upon paying to the Association, dues for the first year of his membership.

FOUR. The Board of Directors by resolution shall provide an appropriate membership subscription form, which shall include a certification that the applicant is a resident of the community known as "Woodbrook", New Castle County, Delaware, and a home owner or a lessee of a home therein.

FIVE. Any member in good standing may at any time resign by filing a written resignation with the Secretary of the Association.

SIX. Any member who is delinquent in the payment of dues for a period of three (3) months, shall be notified in writing by the Secretary of such delinquency. If such member thereafter remains delinquent for a further period of thirty (30) days, his membership shall be forfeited, and all rights and privileges thereof shall cease and terminate.

ARTICLE III.

MEMBERS MEETINGS

ONE. All meetings of members shall be held in the County of New Castle in the State of Delaware, at such place as shall be fixed and determined by resolution of the Board of Directors.

TWO. The annual meeting of the members shall be held on the third Monday of February in each year, commencing with the year 1963, if not a legal holiday, and if a legal holiday, then on the next secular day following, at such hour and place as shall be fixed and determined by the Board of Directors, when they shall elect by a plurality vote a sufficient number of Directors to succeed those whose terms of office have expired or are about to expire, and to fill any vacancy which has occurred on the Board for any reason whatsoever, and transact such other business as may properly be brought before the meeting.

THREE. Written notice of the annual meeting of members shall be served upon or mailed to each member in good standing, addressed to his home address as it appears upon the records of the Association, not less than ten (10) days before the meeting.

FOUR. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President, and shall be called by the President or Secretary at the request, in writing, of a majority of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting.

FIVE. Written notice of any special meeting of members, signed by the President or Vice President or Secretary, stating the purpose or purposes for which the meeting is called, and the time when and the place where it is to be held, shall be served upon or mailed to each member in good standing, directed to his home address as it appears on the records of the Association, not less than ten (10) days before the meeting

SIX. The presence in person or by proxy of a majority of the votes representing all memberships in the Association in good standing shall constitute a quorum at all meetings of members for the transaction of business, except as otherwise provided by statute, by the Certificate of Incorporation or by these By-Laws.

If, however, such quorum shall not be present or represented at any meeting of members, the members present in person or represented by proxy, shall have power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present, or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

SEVEN. When a quorum is present or represented at any meeting, the vote of a majority present in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Certificate of Incorporation or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

EIGHT. At any meeting of members, every member in good standing shall have the right to vote, and shall be entitled to vote in person or by proxy, appointed by an instrument in writing, subscribed by such member and deposited with the Secretary prior to the meeting. Each member having an individual membership in good standing shall have the right to cast two (2) votes and each member who is one of two having a joint membership in good standing shall be entitled to cast one vote at each meeting of members and upon each proposal presented at such meeting.

ARTICLE IV.

DUES AND ASSESSMENTS

ONE. The annual dues per membership (individual or joint) shall be determined by the Board of Directors at the first meeting of the Board of Directors, and thereafter annually at the first meeting of the Board of Directors following the annual meeting of

members.

TWO. The annual dues shall be the same for an individual membership and for a joint membership, and shall not exceed Ten* ** (\$10.00) Dollars for each such membership. * Changed to Fifteen (\$15.00) Dollars by order of the Board of Directors, February 1965. **Changed to Two Hundred (\$200) Dollars by order of the Board of Directors, January 2018.

THREE, Dues shall be due and payable annually, in advance, on March 1 of each year.

FOUR. At any duly called and held meeting of the members of the Association, an assessment may be levied by the affirmative vote of not less than a majority of the voting power of all memberships in the Association which are in good standing and in attendance, in person or by proxy, at such meeting. The amount of any such assessment shall be the same for a joint membership as it is for an individual membership. The motion levying an assessment may designate the date or dates upon which said assessment or any part thereof shall become due and payable, and should said motion fail to fix said date or dates, the total amount of said assessment shall become due and payable thirty (30) days after the assessment has been levied. Except by a vote of the members of the Association as herein provided, no assessment may be levied upon said members for any purpose whatsoever.

ARTICLE V.

DIRECTORS

ONE. The number of Directors which shall constitute the whole Board shall be nine (9). Directors must be either an individual member or a joint member in good standing.

No member shall hold office as a member of the Board of Directors for two (2) successive terms, but this restriction shall not apply to any member who has been appointed by the Board to fill a vacancy and has served on said Board less than two (2) years, nor shall this restriction apply to any member of the first Board of Directors serving less than a full term of three (3) years.

TWO. The Directors whose terms of office expire in any given year, shall constitute a nominating committee, and it shall be the duty of this committee to meet prior to the annual meeting of members of the Association and to select one candidate for each office on the Board which is to be filled at the next succeeding annual election. The names of the persons so selected shall be read at the annual meeting of members whereupon said persons shall be deemed to be nominated as candidates for the office of Director without further action on the part of the committee or members. But nominations may not be closed until the Chairman of the meeting has first requested

nominations from the floor and has given the members ample opportunity to make such nominations. Any qualified member nominated from the floor shall be added to the list of nominees to be voted upon at the election.

THREE. Except as otherwise provided herein the term of office of each duly elected Director shall be three (3) years. At the first election of Directors by members of the Association three (3) of said Directors shall be chosen by lot, whose terms of office shall expire at the annual meeting of member's next ensuing, and three (3) of the remaining six (6) Directors shall be chosen by lot, whose terms of office shall expire at the second annual meeting of members next ensuing, and the terms of office of the remaining three (3) of said Directors shall expire one (1) year thereafter.

FOUR. All Directors shall hold office until their respective successors are elected and qualified.

FIVE: The Directors may hold their meetings at such places as they may from time to time determine.

SIX. If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining Directors although less than a quorum, shall choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred, or until the next election of Directors.

SEVEN. The business and property of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by the se By-Laws directed or required to be exercised by the members, provided, however, that unless first authorized by a majority vote of the total of all votes of all memberships in the Association in good standing, the Board of Directors may not do or authorize to be done on behalf of the Association any of the following acts, to wit:

(a) Contract for or in any manner whatsoever voluntarily incur any obligation or obligations in an amount greater than the total net market value of the assets of the Association on hand at the time said obligation or obligations is or are contracted for and/or otherwise voluntarily incurred; or

(b) Borrow money or issue bonds, notes, debentures or other evidences of indebtedness of the Association; or

(c) Purchase or otherwise acquire, except by gift or devise, any parcel or parcels of real property or rights or interests therein. In the event the Board of Directors is authorized by the required vote of the members of the Association to do or authorize to be done any act or acts limited as aforesaid, the members of the Association by the same vote required to authorize said act or acts, must approve a plan for the amortization and/or payment of all obligations of the Association which will be incurred

by reason of said act or acts, and the Board of Directors, even though authorized by the necessary vote of the members, may not do or authorize to be done, said act. or acts unless and until such a plan has been duly approved by said members as herein provided.

ARTICLE VI.

MEETINGS OF THE DIRECTORS

ONE. The first meeting of the Board following any election of Directors by the members shall be held at such time and place as shall be fixed by the consent in writing of all Directors, provided, however, such time and place of meeting may be fixed by the vote of members at the annual meeting, and no notice of such meeting shall be necessary to the Directors in order legally to constitute the meeting, providing a quorum shall be present.

TWO. Regular meetings of the Board shall be held, without notice, at such time and place as shall from time to time be determined by the Board of Directors.

THREE. Upon written request of the President, or of three (3) Directors, the Secretary shall call a special meeting of the Board of Directors, of which he shall give five (5) days notice to each Director, either personally, by mail or by telegram.

FOUR. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specifically be provided by statute or by the Certificate of Incorporation or by these By-Laws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time without notice otherwise than announcement at the meeting, until a quorum shall be present.

ARTICLE VII.

COMPENSATION OF DIRECTORS

ONE. Directors, as such, shall not receive any stated salary or compensation for their services.

ARTICLE VIII.

NOTICES

ONE. Whenever under the provisions of the statutes or of the Certificate of Incorporation or these By-Laws, notice is required to be given to any Director, or

member, it shall not be construed to mean personal notice, but such notice may be given in writing by mail, by depositing the same in a post office or letter box, postpaid, addressed to such Director, or member, at such address as appears on the books of the Association, or in default of other address, to such Director or member at the general post office in the City of Wilmington, Delaware, and such notice shall be deemed to be given to them when the same shall be thus mailed.

TWO. Any member, Officer, or Director, may waive notice of any meeting, either before, at or after the meeting. No notice of special meetings of the Board of Directors need be given to any Director who attends, or to any Director who, in writing, executed and filed with the records of the meeting, either before or after the holding thereof, waives such notice.

ARTICLE IX.

OFFICERS

ONE. The Officers of the Association shall be chosen by the Directors, and shall be a President, a Vice President, a Secretary and a Treasurer. Any person may hold two (2) or more offices, except that the President shall not also be Secretary of the Association.

TWO. The Board of Directors at its first meeting after the first meeting of the members, and annually thereafter at its first meeting after each annual meeting of members, shall choose a President, a Vice President, a Secretary and a Treasurer. The President and the Vice President shall be chosen from their own number, but the Secretary and Treasurer need not be a member of the Board.

THREE. The Officers of the Association shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

THE PRESIDENT

FOUR. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and Directors; shall be ex officio a member of all committees; shall have general and active management of the business and affairs of the Association, and shall see that all orders and resolutions of the Board are carried into effect. He shall execute bonds, notes and other contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be

otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or Agent of the Association.

THE VICE PRESIDENT

FIVE. The Vice President shall in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

THE SECRETARY

SIX. The Secretary shall attend all sessions of the Board of Directors and; all meetings of the members and record all votes and the Minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee when required. He shall give, or cause to be given, notice of all meetings of the members, and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. He shall keep in safe custody the seal of the Association, and when authorized by the Board, affix the same to any instrument requiring a seal, and when so affixed it shall be attested by his signature.

THE TREASURER

SEVEN. The Treasurer shall have custody of the Association's funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such depository as may be designated by the Board of Directors.

EIGHT. He shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board at its meetings, or whenever they require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

NINE. If required by the Board of Directors, he shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of his office, and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control, belonging to the Association.

ARTICLE X
COMMITTEES

ONE. The Board of Directors may from time to time create such committees as may be desirable and shall appoint the chairman of all such committees and the members thereof. The chairman and at least one (1) other member of all such committees shall be chosen from the Board of Directors.

ARTICLE X
CHECKS

ONE. All checks or demands for money or notes of the Association shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE XII
FISCAL YEAR

ONE. The fiscal year shall begin on the first day of January in each year.

ARTICLE XIII
SEAL

ONE. The Association seal shall have inscribed thereon the name of the Association, the year of its organization and the words "Corporate Seal, Delaware".

ARTICLE XIV
AMENDMENTS

ONE. These By-Laws may be altered or repealed or added to, at any regular meeting of the members, or at any special meeting called for that purpose at which a quorum is present or represented, if notice of the proposed alteration or repeal or

addition be contained in the notice of such special meeting by the affirmative vote of a majority of the members present or represented thereat.

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