

CERTIFICATE OF INCORPORATION  
OF  
SEA VIEW VILLAGE ASSOCIATION

THIS IS TO CERTIFY that the undersigned does hereby associate into a corporation under and by virtue of the provisions of an act of the Legislature of the State of New Jersey, entitled Title 15 of the Revised Statutes, and the several supplements thereto and acts amendatory thereof.

FIRST: The name of the corporation (hereinafter sometimes referred to as the "corporation") is SEA VIEW VILLAGE ASSOCIATION.

SECOND: The purposes for which the corporation is formed are: To do any or all of the things hereinafter mentioned in any part of the world, as fully and to the same extent as natural persons might or could do, viz.:

To conduct and carry on the work of the corporation and to pursue and exercise its purposes and powers not for profit and in such manner that no part of its income or property shall inure to the private benefit of any donor, member, trustee, officer or individual having a personal or private interest in the activities of the corporation, and in such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation. |

To own, maintain and preserve common lands, properties and facilities, within a real estate development known as Sea View Village, located in Brick Town, New Jersey, and to provide basic services and administer the enforcement of the covenants, restrictions, and by-laws thereof.

To operate a social, cultural and recreational facility for the residents of a real estate development known as Sea View Village, located in Brick Town, New Jersey, and to act and serve as the agency through which the residents or owners of real estate in said Sea View Village may accomplish the purposes of a social, cultural and recreational organization, including the performance of the following acts and services on a not for profit basis:

- (i) The supervision, care, operation, maintenance, renewal and protection of any or all buildings, structures, grounds, private roads and ways, swimming pools, and other facilities and installations and appurtenances thereto, relating to the social, cultural and recreational facilities at said Sea View Village.
- (ii) The preparation annually or otherwise, for the residents or owners of estimates of the costs and expenses of rendering such services and performing such as provided for in or contemplated herein, and the apportionment of such estimated costs and expenses among the owners or residents obligated to assume or bear the same.
- (iii) To make, promulgate and enforce, on behalf of said owners or residents, compliance with such rules and regulations as may be necessary or proper from time to time, with respect to the safe occupancy, reasonable use and enjoyment of such buildings, strictures, grounds and facilities, and to perform all such other and additional services acts as are usually performed by managers or managing agents of real estate developments, including without limitation, keeping or causing to be kept appropriate books and records, preparing and filing necessary reports and returns, making or causing to be made audits of books and accounts, retaining counsel, auditors and accountants, appraisers and other persons or services as may be necessary for or incidental to any of the foregoing purposes.

Subject always to the provisions of the first subparagraph of this Article Second, to acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, teal, personal and mixed property of every kind and description, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, debentures, or other securities of any donor, bills, notes, claims, or any evidence of indebtedness and any interest in any property which may be necessary or convenient for the conduct of the corporation; to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same at pleasure, to borrow money of any person, firm or corporation and to issue notes or obligations of the corporation from time to time for any of the objects or purposes of the corporation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the corporation without limit as to amount, and to have one or more offices to carry on all or any of the operations and the exercise of any of the powers of the corporation.

Subject always to the provisions of the first subparagraph of this Article Second, to borrow money, for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property for any purpose in or about the activities of the corporation, and, if deemed proper, to secure the payments of any such obligations by mortgage, pledge, deed of trust or otherwise.

Subject always to the provisions of the first subparagraph of this Article Second, to enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the activities of the corporation with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may lawfully be done and performed.

Subject always to the provisions of the first subparagraph of this Article Second, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes for the attainment of any of the objects or the furtherance of any of the Powers hereinbefore set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, and to do all things not forbidden by the laws of the State of New Jersey and with all the powers conferred upon corporations by the laws of said State.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of New Jersey upon non-profit corporations organized thereunder.

THIRD: The place where the corporation is to be located is BRICK TOWN, COUNTY OF OCEAN, STATE OF NEW JERSEY: and the place where its activities are to be conducted in the State of New Jersey. The location of the office of the corporation in New Jersey is 909 Cedar Bridge Avenue, Brick, New Jersey 08723. The name and the address of the resident agent upon whom process against the corporation may be served is ERWIN FISCH, 909 Cedar Bridge Avenue, Brick, New Jersey 08723.

FOURTH: The number of the first trustees of the corporation is five. Thereafter, the number of trustees, shall be prescribed in the By-Laws of the corporation, provided, that the number shall never be less than three.

FIFTH: The name and post office address of the five (5) trustees selected for thie first year of existence of the corporation, or until their successors are elected and qualify is:

NAME	POST OFFICE ADDRESS
Erwin Fisch	909 Cedar Bridge Ave., Brick Town, NJ
doseph Wilf	1640 Vauxhall Rd., Union, NJ
Harry Wilf	1640 Vauxhall Rd., Union, NJ
Lynn Fisch	909 Cedarbridge Ave., Brick Town, NJ
Ehzabeth Wilf	1640 Vauxhall Rd.. Union, NJ

SIXTH: The corporation shall have no capital stock and is not organized for profit.

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the incorporators, members, trustees and officers of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: The conditions, terms, and qualifications for membership in the corporation and the voting rights of members shall, except as otherwise provided in this Certificate of Incorporation, be prescribed in the By-Laws of the corporation.

TENTH: The qualifications of the trustees, together with their terms of office, election, removal, change in number, filling of vacancies and of newly created trusteeships, powers, duties and liabilities shall, except as may otherwise be provided for in this Certificate of Incorporation or by the laws of the State of New Jersey, be prescribed by the By-Laws.

ELEVENTH: In furtherance and not in limitation of the general powers conferred by the laws of the State of New Jersey, the Board of Trustees is expressly authorized:

(1) To designate (by appropriate By-Laws, or by resolutions passed by a majority of the whole membership of the Board) two or more of its number, to constitute a committee or committees, with such name or names as may be stated in the By-Laws or as may be determined from time to time by resolution of the Board of Trustees, which committee or committees, to the extent provided in such resolution or resolutions or in the By-Laws of the corporations shall have and may exercise the powers of the Board of Trustees in the management of the work 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.

(2) In addition to the powers and authorities hereinbefore or by the laws of the State of New Jersey expressly conferred upon it, to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of New Jersey and this Certificate.

TWELFTH: The corporation may by its By-Laws confer upon the trustees and officers additional powers and authorities not inconsistent with Certificate or the laws of the State of New Jersey.

THIRTEENTH: Any person may be paid such compensation for services rendered the corporation in his or her capacity as trustee, officer, employee, or otherwise, as the Board of Trustees shall from time to time deem reasonable; and any person may be reimbursed for any expenses, disbursements, or liabilities made or incurred by such person for or on account of the corporation or in connection with the management and conduct of the affairs of the corporation.

FOURTEENTH: Any present or future trustee or officer of the corporation and any present or future trustee or officer of any other corporation because of the corporation's interest in such other corporation, or the legal representative of any such trustee or officer, shall be indemnified by the corporation against reasonable costs, expenses (exclusive of any amount paid to the corporation in settlement) and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such trustee or officer or his legal representative may be made a party by reason of his being or having been such trustee or officer; provided, (1) said action, suit or proceeding shall be prosecuted against such trustee or officer or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he had been derelict in the performance of his duties as such trustee or officer; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such trustee or officer or his legal representative without a final determination on the merits, and it shall be determined by the Board of Trustees or in such other manner as may be provided in the By-Laws that said trustee or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding. The privilege and power conferred by this Article shall be in addition to and not in restriction or limitation of any other privilege or power which a corporation of the State of New Jersey may have with respect to the indemnification or reimbursement of trustees or officers.

FIFTEENTH: Nothing in this Certificate of Incorporation contained shall be construed to prevent a distribution from the properties of the corporation, or a purchase by the corporation of any property, otherwise properly made in accordance with the provisions and purposes hereof, by reason of the fact that one or more of the members, trustees or officers of the corporation may be connected or associated with the distributee or seller as shareholder, member, trustee, officer or in any other capacity, or that the seller may be a member, trustee or officer of the corporation or be the personal representative thereof.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th day of February 1980.

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Signed, Sealed and Delivered

In the presence of :

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STATE OF NEW JERSEY

COUNTY OF OCEAN                      SS:

BE IT REMEMBERED, that on this 19th day of February, 1980, A.D., before me a Notary Public of the State of New Jersey personally appeared Erwin Fisch, Joseph Wilf, Harry Wilf, Lynn Fisch, Elizabeth Wilf who I am satisfied are the persons named in and who executed the foregoing certificate, and I having first made known to them the contents thereof, they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

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Notary Public of New Jersey