

CERTIFICATE OF INCORPORATION  
OF  
SWANN KEYS SPORTS CLUB, INC.

1. The name of the corporation is Swann Keys Sports Club, Inc.
2. The address of its registered office in the State of Delaware is 71 Blue Bill Drive, in the City of Selbyville, County of Sussex. The name of its registered agent at such address is Robert J. McIntyre.

3. The nature of the business or purposes to be conducted or promoted is: To provide sporting and social functions for its members and guests. To cooperate with the Swann Keys Civic Association's board of directors and Ladies Auxilliary for the betterment of and benefit of Swann Keys Mobile Home Park, To provide volunteers and to raise funds as needed in assisting the needs of the Swann Keys Civic Association, Inc. (a Delaware Non-Profit Home Owners Association)

3A All actions undertaken by this Corporation shall be subject to the approval of the the Board of Directors of the Swann Keys Civic Association, Inc.

4. The Corporation shall not have any capital stock, and the conditions of membership shall be as set forth in the by-laws of the Corporation. The Corporation shall be a non-profit corporation and any profits or moneys accumulated will be used for the benefit of and or the betterment the Swann Keys Civic Association and or The Swann Keys Mobile Home Park.

5. The name and mailing address of each incorporator is as follows:

NAME	Mailing Address
Robert J. McIntyre	71 Blue Bill Drive, Selbyville, De. 19975
William P Denhardt	64 Blue Bill Drive, Selbyville, De. 19975

The statute provides that the powers of the incorporators, including the power to adopt by-laws, terminate on the filing of the Certificate of Incorporation .

5A. The name and mailing address of each person who is to serve as a director until the first annual meeting of the members or until a successor is elected and qualified, are as follows:

Name	Mailing Address
Robert J. McIntyre	71 Blue Bill Drive, Selbyville, De. 19975

William P. Denhardt

64 Blue Bill Drive, Selbyville, De. 19975

6. The corporation shall have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

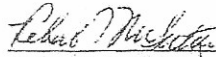
8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meeting of members may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision of law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

9. 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 statute, and all rights conferred upon members herein are granted subject to this reservation.

We, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set of hands this

15<sup>th</sup> day of July, 1996



Robert J. McIntyre



William P. Denhardt

Subscribed and sworn to me this 15 day of July 1996



My commission expires 2-13 1997

State of Delaware  
Office of the Secretary of State


---

PAGE 1

I, EDWARD J. FREEL, 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 "SWANN KEYS SPORTS CLUB, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS FOR RECORDING.



  
Edward J. Freel, Secretary of State

2642112 8100  
960211933

AUTHENTICATION:

DATE:

8038588

07-24-96