

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE TRADITIONS AT JESTER CROSSING MAINTENANCE CORPORATION", CHANGING ITS NAME FROM "THE TRADITIONS AT JESTER CROSSING MAINTENANCE CORPORATION" TO "VILLAGE OF JESTER CROSSING MAINTENANCE CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 2007, AT 10:13 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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070702857



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5756343

DATE: 06-13-07

AGREEMENT OF MERGER

AGREEMENT OF MERGER is made this 28 day of December, between TRADITIONS AT JESTER CROSSING SERVICE CORPORATION, a Delaware corporation, hereinafter called "Service Corporation," and a majority of its Directors thereof, and THE TRADITIONS AT JESTER CROSSING MAINTENANCE CORPORATION, a Delaware corporation, hereinafter called "Maintenance Corporation," and a majority of its Directors thereof.

WHEREAS, Service Corporation is a non-stock, not-for-profit corporation incorporated for the purpose of maintaining certain landscaping and improvements on each of the lots in the development known as Village of Jester Crossing, and

WHEREAS, Maintenance Corporation is a non-stock, not-for-profit corporation incorporated for the purpose of maintaining the private open spaces and common facilities of the development known as Village of Jester Crossing,

WHEREAS, the Boards of Directors of Service Corporation and of Maintenance Corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Service Corporation merge with Maintenance Corporation under and pursuant to the provisions of Subchapter IX of General Corporation Law of Delaware.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Merger. Service Corporation shall be and is hereby merged into Maintenance Corporation.

2. Effective date. This Agreement of Merger shall be effective on December 31, 2006.

3. Surviving corporation. Maintenance Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of Service Corporation shall cease forthwith upon the Effective Date.

4. Certificate of Incorporation. The Certificate of Incorporation of The Traditions at Jesters Crossing Maintenance Corporation shall be the Certificate of Incorporation of the surviving corporation unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of Maintenance Corporation is or upon any other person whomsoever are subject to this reserve power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of The Traditions at Jester Crossing Maintenance Corporation separate and apart from this Agreement of Merger and may be separately certified as the Certificate of Incorporation of The Traditions at Jester Crossing Maintenance Corporation.

5. Bylaws. The present Bylaws of The Traditions at Jesters Crossing Maintenance Corporation shall be the Bylaws of the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. Further assurance of title. If at any time The Traditions at Jesters Crossing Maintenance Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the surviving corporation any right, title, or interest of Service Corporation held immediately prior to the Effective Date, the Maintenance Corporation and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in Maintenance Corporation as shall be necessary to carry out the purposes of this Agreement of Merger, and said proper officers and directors thereof are fully authorized to take any and all such action in the name of Service Corporation or otherwise.

7. Book entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of Maintenance Corporation as follows: The assets and liabilities of Service Corporation shall be recorded at the amounts at which they are carried on the books of Service Corporation immediately prior to the Effective Date.

8. Directors. Names of the first directors of Maintenance Corporation following the Effective Date, and who shall hold office from the Effective Date until the annual meeting of shareholders of and until their successors shall be elected and shall qualify, are as follows:

<u>Name</u>	<u>Offices</u>	<u>Post Office Address</u>
Robert A. Wall	President	106 Roeper Street Bear, DE 19701
Chuck Snyder	Vice President	106 Roeper Street Bear, DE 19701
Geoff Daras	Treasurer	106 Roeper Street Bear, DE 19701
John Guida	Secretary	106 Roeper Street Bear, DE 19701
Tom Chas	Member	106 Roeper Street Bear, DE 19701
Mary Mohler	Member	106 Roeper Street Bear, DE 19701
Frank Scarola	Member	106 Roeper Street Bear, DE 19701

9. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of Maintenance Corporation as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Maintenance Corporation.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors and by approval of the members of each corporation, has caused this Agreement of Merger to be executed by its appropriate officers and its corporate seal to be hereunto affixed.

(SEAL)

**THE TRADITIONS AT JESTER CROSSING
MAINTENANCE CORPORATION**

By: Robert A. Wall
President Robert A. Wall

Attest: John F. Guida
Secretary John Guida

(SEAL)

**TRADITIONS AT JESTER CROSSING
SERVICE CORPORATION**

By: Robert A. Wall
President Robert A. Wall

Attest: John F. Guida
Secretary John Guida

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:13 AM 06/13/2007
FILED 10:13 AM 06/13/2007
SRV 070702857 - 3888792 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation, The Traditions at Jester Crossing Maintenance Corporation,
organized and existing under the laws of the State of Delaware, hereby certifies as follows:

- (1) Unanimous written consent in lieu of a meeting of the members of the governing body was obtained in favor of the amendment to the Certificate of Incorporation, said Amendment being as follows:

WHEREAS, the Board of Directors of The Traditions at Jester Crossing Maintenance Corporation deems it advisable and generally to the advantage and welfare of the corporation and its shareholders to change the name of the maintenance corporation to conform to the signage installed by New Castle County that states "Village of Jester Crossing" at the entrance of the development,

RESOLVED, the name of the maintenance corporation is to be changed to "Village of Jester Crossing Maintenance Corporation" and in accordance with this resolution, the Certificate of Incorporation amended to reflect the change.

- (2) Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 13th day of June, A.D. 2007.

By: Robert A Wall
Authorized Officer Name
Name: Robert A Wall
Print or Type