CERTIFICATE OF INCORPORATION OF THE LEWES BEACH CIVIC ASSOCIATION

1. The name of the corporation is the Lewes Beach Civic Association (the "Corporation").

2. The address of the registered office of the Corporation in the State of Delaware is 1108 Bay Avenue, Lewes Delaware, 19958. The name of the registered agent of the Corporation at such address is Kevin McGuiness.

3. The Corporation is organized and shall be operated exclusively for the promotion of social welfare of the property owners and residents of Lewes Beach, Delaware, and other purposes withing the meaning of Section 501(c)(4) of the Internal Revenue Code of the 1986, as amended, and corresponding provisions of future United States revenue laws (together with the regulations issued pursuant thereto from time to time hereafter referred to as the "Code"). Without otherwise limiting its powers, the purposes of the Corporation shall include the power to engage in any lawful act or activity in furtherance of its purposes and for which a nonprofit corporation may be formed under the General Corporation Law of Delaware, and that may be undertaken by a corporation that is organized and operated exclusively as a tax-exempt organization within the meaning of Section 501(c)(4) of the Code.

4. The Corporation shall not be conducted or operated for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimbursement for expenses incurred in conducting its affairs in furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

5. The Corporation shall have no capital stock.

6. The existence of the Corporation shall be perpetual.

7. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts and expenses have been satisfied, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Code to an organization or organizations exempt under Section 501(c)(3) or Section 501(c)(4) of the Code, to the federal government or to a state or local government for public purposes. Any assets not so disposed of shall be disposed of by the appropriate court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes, or to one or more exempt organization or organizations under Section 501(c)(3) or Section 501(c)(4) of the Code as said court shall order.

8. Until such time as a board of directors or other governing body is elected either by the Incorporators identitied herein or pursuant to duly adopted by-laws of the Corporation, the affairs of the Corporation shall be managed by the Incorporators identified in this Certificate of Incorporation.

9. Unless and except to the extent duly adopted by-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

10. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its members for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of, or repeal of this Paragraph 10 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

11. To the fullest extent permitted by law, the Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), liability, loss, judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or

proceeding if he/she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect of any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person so indemnified pursuant to this Paragraph 11. The right to indemnification under this Paragraph 11 shall be a contract right and shall include, with respect to directors and officers, the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its board of directors, pay such expenses incurred by employees and agents of the Corporation upon such terms as the board of directors deems appropriate. Indemnification of, and advancement of expenses to, such person shall be mandatory to the extent that applicable law provides that the Corporation may authorize such indemnification and advancement of expenses. Such indemnification and advancement of expenses shall be in addition to any other rights to which those seeking indemnification and advancement of expenses may be entitled under any law, applicable by-laws, agreement, or otherwise.

The Corporation may, to the fullest extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person any such

capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under applicable law.

Further, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) or for any transaction from which the director derived any improper personal benefit.

For purposes of this Paragraph, director is to be construed pursuant to the expansive definition given in 8 Del.C. 102(b)(7).

Any repeal or amendment of this Paragraph 11 or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or amendment. In addition to the foregoing, the right to indemnification and advancement of expenses shall be to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable law and all amendments to such laws as hereafter enacted from time to time.

If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws or adopt new By-Laws without any action on the part of the stockholders; provided that any By-law adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered, or repealed by the stockholders.

12. The names and mailing addresses of the Incorporators of the Corporation are:

NAME	**ADDRESS**
Kevin McGuiness	

Katherine McGuiness

Dennis Reardon

Luke Mette

E. Jane Warren

13. The Corporation shall have the right, subject to any express provisions or restrictions contained in this Certificate of Incorporation or in duly adopted by-laws of the Corporation, from time to time, to amend, alter, or repeal any provision of the Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right.

[SIGNATURE PAGE FOLLOWS]

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 20th of April, 2019.

Incorporators

By_____

Name: Kevin McGuiness

By_____

Name: Katherine McGuiness

By_____

Name: Dennis Reardon

By_____

Name: Luke Mette

By_____

Name: E. Jane Warren