

**CERTIFICATE OF INCORPORATION
OF
TIMBER OAK ASSOCIATION, INC.
(A NONSTOCK CORPORATION)**

The undersigned incorporator hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act (the "Act"):

1. The name of the corporation is: TIMBER OAK ASSOCIATION, INC.
2. The nature of the activities to be conducted or the purposes to be promoted or carried out by the corporation are as follows:
 - (a) To operate the Common Interest Community known as Timber Oak Condominium, located in the Towns of Danbury and Bethel, Connecticut, in accordance with the requirements of an Association of Unit Owners charged with the administration of property under the Common Interest Ownership Act of the General Statutes of the State of Connecticut as amended, including, without limiting the generality of the foregoing, the performance of the following acts and services on a not-for-profit basis:
 - (i) The acquisition, construction, management, supervision, care, operation, maintenance, renewal and protection of all buildings, structures, grounds, roadways and other facilities and installations and appurtenances thereto relating to the property of the Common Interest Community and the Common Elements and elements thereof within the Common Interest Community; to provide garbage and trash collection, security protection and otherwise supplement municipal services; to enforce any and all covenants, restrictions and agreements applicable to the Common Interest Community; and, insofar as permitted by law, to do any other thing that, in the opinion of the Executive Board, will promote the common benefit of the Unit Owners of the Common Interest Community.
 - (ii) The preparation of estimates and budgets of the costs and expenses of rendering such services and performing, or contracting or entering into agreements for such performance, as provided for in or contemplated by this Section 2, and the apportionment of such estimated costs and expenses among, and the collection thereof from, the Unit Owners obligated to assume or bear the same, and the borrowing of money for its purposes, pledging as security the income due from Unit Owners and from others and the property of the corporation.
 - (iii) The enforcement on behalf of the Unit Owners, of such Rules as may be made or promulgated by the Executive Board with respect to the safe occupancy, reasonable use and enjoyment of the buildings, structures, and grounds and facilities of the Common Interest Community, including the levy of fines.
 - (iv) The performance, or causing to be performed, of all such other and additional services and acts as are usually performed by managers or managing agents of

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commercial real estate, including, without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.

(b) To retain counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities herein described.

(c) To perform or cause to be performed all such other acts and services that may be necessary, suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law and to acquire, sell, mortgage, lease or encumber any real or personal property for the purposes aforesaid.

(d) To promote the health, safety, welfare and common benefit of the Unit Owners of the Common Interest Community.

(e) To perform any and all acts and things permitted to be performed by a Common Interest Community Association under the Common Interest Ownership Act, the Declaration and the Bylaws.

(f) To engage in any lawful act or activity for which corporations may be formed under the Act.

Notwithstanding the foregoing, no part of the net earnings of the corporation may inure (other than by a rebate of excess membership dues, fees or assessments) to the benefit of or be distributed to its members, the Executive Board or the officers, except those salaries paid to employees.

3. Thomas E. Dardani of 12 Fair Oak Drive, Easton, Connecticut 06612 (home address) and 2425 Post Road, Southport, Connecticut 06890 (business address) is hereby appointed as the corporation's registered agent.

4. The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

5. The classes, rights and qualifications and the manner of election or appointment of the members are as follows: Any person who holds title to a Unit in the Common Interest Community shall be a member of the corporation. There shall be one membership for each Unit owned within the Common Interest Community. Such membership shall be automatically transferred to the new title holder upon the conveyance of such Unit. There shall be one vote per Unit and the vote to which each membership is entitled is the vote assigned to its Unit in the Declaration of the Common Interest Community.

The members shall be of one class: Unit Owners who shall own such Units as defined in the Declaration. These Unit Owners shall elect all members of the Executive Board (the "Directors") following the period of Declarant control defined below.

Notwithstanding the foregoing, the Declarant of the Common Interest Community shall have such additional rights and qualifications as may be provided under the Common Interest Ownership Act and the Declaration, including the right to appoint members of the Executive Board as follows: The Declaration provides that during the period of Declarant control, the Declarant, or persons designated by him or her, subject to certain limitations contained in the Declaration, may appoint and remove the officers and members of the Executive Board. The period of Declarant control shall terminate no later than the earlier of: (1) sixty days after conveyance of sixty percent of the Units to Unit Owners other than the Declarant; (2) two years after the Declarant has ceased to offer Units for sale in the ordinary course of its business; or (3) two years after any right of Declarant to add new Units was last exercised. The Declarant may voluntarily surrender the right to appoint and remove officers and Directors before termination of the period of Declarant control, but in that event the Declarant may require, for the duration of the period of Declarant control, that specified actions of the corporation or the Executive Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.

Not later than sixty days after conveyance of one-third (1/3) of the Units that may be created to Unit Owners other than the Declarant, at least one Director and not less than one-third of the Directors shall be elected by Unit owners other than the Declarant.

Except as otherwise provided above, not later than the termination of any period of Declarant control, the Unit Owners shall elect an Executive Board in accordance with the By-laws of the corporation consisting of at least three (3) Directors, the majority of whom shall be Unit Owners. The Executive Board shall elect the officers as set forth in the By-laws of the corporation. The Directors and officers shall take office upon election.

Notwithstanding any provision of the Declaration or By-laws to the contrary, the Unit Owners, by a two-thirds (2/3) vote of all persons present and entitled to vote at any meeting of the Unit Owners at which a quorum is present, may remove any member of the Executive Board with or without cause, other than a member appointed by the Declarant.

6. The corporation shall exist perpetually.

7. The personal liability of a Director to the corporation or its members for monetary damages for breach of duty as a Director shall be limited to an amount that is not less than the compensation received by the Director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director or an associate, as defined in subdivision (3) of section 33-840 of the Connecticut General Statutes, as amended, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the corporation.

8. The corporation shall indemnify its Directors and officers to the fullest extent provided by applicable law.

Dated at Southport, Connecticut, this 29th day of August, 2006

I hereby declare, under penalties of false statement, that the statements made in the foregoing certificate are true.

Thomas E. Dardani
Thomas E. Dardani
Incorporator

Home Address:

12 Fair Oak Drive
Easton, CT 06612

Business Address:

2425 Post Road
Southport, Connecticut 06890

The undersigned, Thomas E. Dardani, hereby accepts appointment as agent for service of process of TIMBER OAK ASSOCIATION, INC.

Thomas E. Dardani
Thomas E. Dardani

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

STATE OF CONNECTICUT
SECRETARY OF THE STATE
I hereby certify that the foregoing is a true and correct copy of the certificate of incorporation of the above named corporation as filed in my office on the 31st day of August, 2006 at Southport, Connecticut.

certificate of incorporation (nonstock) TIMBER OAK

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