

*State of New York
Department of State* } *ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

SEP 02 1998



J. Clark

Special Deputy Secretary of State

FILED

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CERTIFICATE OF INCORPORATION

OF

HIGHPOINTE AT MALTA HOMEOWNERS ASSOCIATION, INC.

Under Section 402 of the
Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-for Profit Corporation Law, hereby certifies:

1. The name of the corporation is **HIGHPOINTE AT MALTA HOMEOWNERS ASSOCIATION, INC.**

2. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law. The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or enure to the benefit of, its members, directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law.

3. The purpose or purposes for which the corporation is to be formed are to provide for the maintenance, preservation, and architectural control of the real property in the Town of Malta, County of Saratoga and State of New York, known as "Highpointe at Malta", subdivision, and to promote the health, safety and welfare of the residents of the subdivision within which the above-described property is located and any additions thereto as may hereafter be brought within the jurisdiction of the corporation for this purpose of annexation, as provided for in the Declaration (as hereinafter defined), and for this purpose to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation; and as the same may provide, said Declaration being incorporated herein as if set forth at length;

B. Fix, levy, collect, and enforce payment of, by any lawful means, all charges or assessments pursuant to and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the corporation;

C. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation subject to the zoning regulations of the Town of Malta;

D. Borrow money, and with assent of two-thirds (2/3) of the members, mortgage, pledge, encumber, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell, or transfer all or any part of its property or any interest therein to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer;

F. Participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, or annex additional residential property and common areas and reserve for the common use and enjoyment of its members; provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members; and

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not-for-Profit Corporation Law of the State of New York by law may now or hereafter have or exercise.

4. In addition to the foregoing corporation purposes, the corporation shall have all of the general powers set forth in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit and receive grants, bequests, and contributions for the corporate purposes.

5. Notwithstanding any other provision of these articles, the corporation is organized and operated exclusively to provide for the acquisition, construction, management, maintenance, and care of the corporate property, as specified in Section 528 (c)(1)(A) and 528(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a "residential real estate management association" exempt from Federal income tax under Sections 528(a), 528(c)(1)(A), and 528(c)(3) of the Internal Revenue Code of 1954.

6. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to

influence legislation, or participating in, or intervening in (including the publication or distribution of statements), and political campaign on behalf of any candidate for public office.

7. The corporation is a Type A corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

8. The office of the corporation will be located in Saratoga County, New York.

9. Every person or entity who is a record owner of a fee or undivided fee interest (an "Owner") in any plot of land (a "Lot") shown upon the Map of the subdivision, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold any interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from the ownership of any Lot which is subject to assessment by the corporation.

10. The names and residences of the initial directors until the first annual meeting are:

ROBERT V. MARINI, SR., 3339 Old State Road,
Guilderland, NY 12303

ROBERT V. MARINI, JR., 226 Bell Court, Guilderland, NY 12303

STEVEN MARINI, 64 Traditional Lane, Albany, NY 12211

11. The affairs of the corporation shall be managed by a board of not less than three (3) nor more than nine (9) directors. The number of directors may be changed by amendment of the Certificate of Incorporation.

12. The meetings of the Board of Directors shall be held only in the State of New York.

13. The corporation may be dissolved upon the written and signed assent of not less than two-thirds (2/3) of the members. Upon dissolution of the corporation, other than incident to a merger or consolidation, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 528(c)(1)(A) or 528(c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York; or the federal government, or to a state or local government, for a public purpose; or to another organization to be used in such a manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

14. Amendment to this Certificate of Incorporation shall require the assent of two-thirds (2/3) of the members.

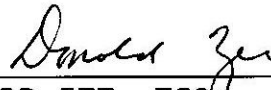
15. The Secretary of State of the State of New York shall be designated as the agent of the corporation under whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him is as follows:

HIGHPOINTE AT MALTA HOMEOWNERS ASSOCIATION, INC.
c/o Robert Marini Builders, Inc.
16 Petra Lane
Albany, NY 12205

16. Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by the General Business Law, Section 340 or any anti-monopoly statute of the State of New York.

17. The incorporator is eighteen years of age or over.

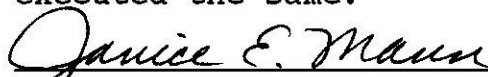
IN WITNESS WHEREOF, this Certificate has been signed by the incorporator this 2nd day of September, 1998.



DONALD ZEE, ESQ.
DONALD ZEE, P.C.
1621 Central Avenue
Albany, NY 12205

STATE OF NEW YORK }
COUNTY OF ALBANY } ss.:

On this 2nd day of September, 1998, before me personally came DONALD ZEE, to me known and known to me to be the person described in and who executed the foregoing certificate of incorporation and he acknowledged to me that he executed the same.



Notary Public - State of New York

JANICE E. MANN
NOTARY PUBLIC - STATE OF NEW YORK
QUALIFIED IN HERKULES COUNTY
COMMISSION EXPIRES APRIL 7, 2000

F980902000624

CERTIFICATE OF INCORPORATION

OF

HIGHPOINTE AT MALTA HOMEOWNERS ASSOCIATION, INC.

Under Section 402 of the
Not-for-Profit Corporation Law

September 2, 1998

DONALD ZEE, P.C.
1621 CENTRAL AVENUE
ALBANY, NY 12205
(518) 464-0891

STATE OF NEW YORK
DEPARTMENT OF STATE

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