

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

FOR

FLEMINGTON FIELDS CONDOMINIUM ASSOCIATION, INC.

DATED: July 8, 2004

File and Return To:

JEFFREY H. ITZKOWITZ, ESQ.
WOLF, BLOCK, SCHORR & SOLIS-COHEN LLP
A Professional Corporation
101 Eisenhower Parkway
Roseland, New Jersey 07068

WHEREAS, the Certificate of Incorporation for Flemington Fields Condominium Association, Inc. was filed May 12, 2003; and,

WHEREAS, all of the Shareholders of the Corporation wish to amend and restate the Certificate of Incorporation;

NOW THEREFORE, the undersigned, on behalf of all of the Shareholders states as follows:

The undersigned, who is of full age, in order to form a corporation pursuant to the provisions of the New Jersey Nonprofit Corporation Act, Title 15A of the New Jersey Statutes Annotated, does hereby certify:

ARTICLE I

The Name of the corporation is "FLEMINGTON FIELDS CONDOMINIUM ASSOCIATION, INC." hereinafter called the "Association."

ARTICLE II

The initial registered office of the Association is located at 90 Woodbridge Center Drive, Woodbridge, New Jersey 07095.

ARTICLE III

Harry Stadler, Esq., 90 Woodbridge Center Drive, Woodbridge, New Jersey 07095, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and control of the Common Elements within that certain property subject to the condominium form of ownership by a certain Master Deed for Flemington Fields, recorded or intended to be recorded in the Hunterdon County Clerk's Office, as same may be amended and supplemented as therein provided, and to promote the health, safety and welfare of the residents within the above described property and for these purposes:

- A. to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the aforesaid Master Deed and By-Laws of the Association, as they both may be amended and supplemented from time to time as therein provided, said Master Deed and By-Laws being incorporated herein as if set forth at length;
- B. to fix, levy, collect and enforce payment by any lawful

means of all charges or assessments pursuant to the terms of said Master Deed and By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

- C. to 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 Association;
- D. to borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- E. to have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of New Jersey by law now or hereafter have or exercise.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee interest in any unit which is subject to the Master Deed and qualifies in accordance with the By-Laws shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership of any such unit shall be the sole qualification for membership. Upon termination of the interest of the Owner, his membership shall automatically terminate and shall be transferred and shall inure to the new Owner succeeding him in interest.

ARTICLE VI

Board of Trustees

The affairs of this Association shall be managed by a Board of Trustees. The initial Board of Trustees shall be composed of three (3) persons who need not be members of the Association. The number of Trustees may be changed pursuant to the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Trustees until the selection of their successors are:

David Halpern
90 Woodbridge Center Drive

Woodbridge, New Jersey 07095;

Josef Paradis
90 Woodbridge Center Drive
Woodbridge, New Jersey 07095; and

Henry Stein
90 Woodbridge Center Drive
Woodbridge, New Jersey 07095

The method of electing Trustees shall be set forth in the By-Laws of the Association.

ARTICLE VII

Distribution of Assets

Upon dissolution, the assets of the Association shall be distributed in accordance with each unit's appurtenant percentage interest in the Common Elements of the Condominium.

ARTICLE VIII

Duration

The Association shall exist perpetually.

ARTICLE IX

Amendments

Amendment of this Certification shall require the assent of seventy-five (75%) percent of the ownership interest in the Common

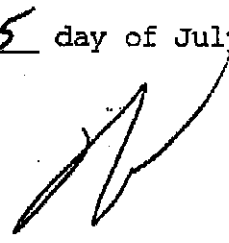
Elements of the Condominium of the members of the Association.

ARTICLE X

Personal Liability of Trustees and Officers

In accordance with N.J.S.A. 15A:2-8c, directors and officers of the Association shall not be personally liable to the Association or its members for damages for breach of any duty owed to the Association or its members except for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the Association or its members, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of New Jersey, the undersigned, the incorporator of this Association, has executed this Certification of Incorporation this 15 day of July, 2004.



Harry Stadler, Esq.

STATE OF NEW JERSEY :
: SS

COUNTY OF Middlesex :

BE IT REMEMBERED, that on this 15 day of July, 2004 before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared Harry Stadler who I am satisfied is the person named in and who executed the within instrument, and thereupon he acknowledged that he signed, sealed and delivered the same as his act and deed for the uses and purposes therein expressed.



Notary Public of the State
of New Jersey

DONA DICKINSON

**A Notary Public of New Jersey
My Commission Expires 12/07/2007**

BERSDOCS:602420.1

CERTIFICATE OF INCORPORATION

FILED

OF

MAY 12 2003

FLEMINGTON FIELDS CONDOMINIUM ASSOCIATION, INC.

State Treasurer

This is to certify that, there is hereby organized a corporation under and by virtue of NJS. 15A:1-1 et seq., the "New Jersey Business Corporation Act."

1. The name of the corporation is Flemington Fields Condominium Association, Inc.

2. The address (and zip code) of this corporation's initial registered office is 90 Woodbridge Center Drive, 6th Floor, Woodbridge, New Jersey, 07095

and the name of this corporation's initial registered agent at such address is Harry Stadler, Esq.

3. The purposes for which this corporation is organized are:

This corporation does not contemplate pecuniary gain or profit and the specific purposes for which it is formed provide the maintenance, preservation and control of the common elements and facilities which is or about to be under the control of the corporation, and to promote the health safety and welfare of the residents within the above property for the above purposes, including the exercise of all powers and privileges and to perform all duties set forth in the Declaration of Covenants and Restrictions which is or is about to be recorded.

4. It is the intention that any person or entity who is a record owner of a complete ownership interest in any unit which is subject to the Declaration of Covenants and Restrictions which is or about to be recorded in the office of the Middlesex County Clerk, and is subject to assessment by the corporation and qualifies in accordance with the corporation by laws, shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership of any such unit shall be the sole qualification for membership. Upon termination or transfer of the interest in the unit, the unit owner's membership shall ultimately terminate and shall transfer and inure to the unit owner's, succeeding him in interest. Membership in the association is inseparable from the ownership of the title of the unit, and as such, membership is restricted solely to owners of any unit which is subject to the Declaration of Covenants and Restrictions aforesaid.

5. The first Board of Directors of this corporation shall consist of 3 Directors and the name and address of each person who is to serve as such Director is:

Name	Address	Zip Code
David Halpern	90 Woodbridge Center Drive, Woodbridge, NJ	07095
Josef Paradis	90 Woodbridge Center Drive, Woodbridge, NJ	07095
Henry Stein	90 Woodbridge Center Drive, Woodbridge, NJ	07095

0100903968

6. The name and address of each incorporator is:

Name	Address	Zip Code
Harry Stadler, Esq.	90 Woodbridge Center Drive, Woodbridge, NJ	07095

7. The method of electing trustees will be as set forth by the bylaws.

8. The term for which the Corporation is to exist is perpetual.

9. Method of distribution of assets shall be as set forth in the bylaws.

IN WITNESS WHEREOF, each individual incorporator, each being over the age of eighteen years, has signed this Certificate; or if the incorporator be a corporation, has caused this Certificate to be signed by its authorized officers, this 7th day of May, 2003.



HARRY STADLER, ESQ.