

EXHIBIT C

to

**DECLARATION OF COVENANTS AND RESTRICTIONS FOR
THE VILLAGE GRANDE AT LITTLE MILL**

**Certificate of Incorporation of
The Village Grande at Little Mill
Homeowners Association, Inc.**

CERTIFICATE OF INCORPORATION

FOR

THE VILLAGE GRANDE AT LITTLE MILL HOMEOWNERS ASSOCIATION, INC.

DATED: May 29, 2003

File and Return to:

GREENBAUM, ROWE, SMITH,
RAVIN, DAVIS & HIMMEL LLP
Attn: Christine F. Li, Esq.
P.O. Box 5600
Metro Corporate Campus I
Woodbridge, New Jersey 07095

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

Name

The name of the corporation is "THE VILLAGE GRANDE AT LITTLE MILL HOMEOWNERS ASSOCIATION, INC.," hereinafter called the "Association".

ARTICLE II

Principal Office

The principal office of the Association is located at 20 Gibson Place, Freehold, New Jersey 07728.

ARTICLE III

Registered Agent

MITCHELL NEWMAN, located at 20 Gibson Place, Freehold, New Jersey 07728, 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 Property described in the Exhibits of a certain Declaration entitled "Declaration of Covenants and Restrictions for The Village Grande at Little Mill" recorded or intended to be recorded in the Office of the Clerk of Atlantic County, 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 Declaration and in the By-Laws of the Association, as they both

may be amended and supplemented from time to time as therein provided, said Declaration 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 Declaration 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 Law of the State of New Jersey by law may now or hereafter have or exercise.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee interest in any Home which is subject to the Declaration 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 Home 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:

Mr. Al Garfall
20 Gibson Place
Freehold, New Jersey 07728

Mr. Glen McDonald
20 Gibson Place
Freehold, New Jersey 07728

Mr. Mitchell Newman
20 Gibson Place
Freehold, New Jersey 07728

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 as provided in the By-Laws of the Association.

ARTICLE VIII

Duration

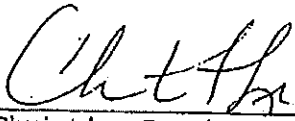
The Association shall exist perpetually.

ARTICLE IX

Amendments

Amendment of this Certificate shall require the assent of seventy-five (75%) percent of the members of the Association.

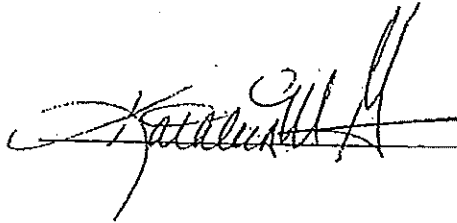
IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of New Jersey, the undersigned, the incorporator of this Association, has executed this Certificate of Incorporation this 29th day of May, 2003.



Christine F. Li

STATE OF NEW JERSEY:
 : SS. :
COUNTY OF MIDDLESEX:

BE IT REMEMBERED, that on this 29th day of May, 2003 before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared Christine F. Li, who, I am satisfied is the person named in and who executed the within Instrument, and thereupon acknowledged that she signed, sealed and delivered the same as her act and deed, for the uses and purposes therein expressed.



KATHLEEN M. GRAU
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 6/18/2004