

9709-1634

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of State on SEP 12 1997

Entity Number: 2774856

[Signature]
Secretary of the
Commonwealth *bl*

ARTICLES OF INCORPORATION - DOMESTIC NONPROFIT CORPORATION
DSCB: 15-5306 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. §5306 relating to Articles of Incorporation), the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

1. The name of the Corporation is: BRIGHTON ASSOCIATION, INC. hereinafter called the "Association".

ARTICLE II

2. The principal office of the Association is located at 2130 Marietta Avenue, Lancaster, PA 17603.

ARTICLE III

3. When used in these Articles of Incorporation, the following terms shall be defined as follows:

a. "Lot" shall refer to all lots in all Phases of the Brighton Development, located in Manheim Township, Lancaster County, Pennsylvania except for those lots located in Phases C-1 and C-2 (Commercial Lots).

b. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of all Owners and is specifically referred to as the "Common Open Space" in the Declaration of Covenants, Conditions, Easement and Restrictions for Brighton as recorded in the Office of the Recorder of Deeds of Lancaster County, Pennsylvania.

c. "Owner" is the record owner, whether one or more persons, of a fee simple title to any Lot.

d. "Declarant" shall mean Brighton Land Company, L.P., Developer of the Brighton Development.

e. "Declaration" shall refer to a Declaration of Covenants, Conditions, Easements and Restrictions imposed by Declarant on all Lots which has either been recorded in the Office of the Recorder of Deeds of Lancaster County, Pennsylvania or is intended for immediate recording by the Declarant.

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f. ~~Members~~ shall mean all persons or entities who are record owners of a fee simple title to any Lot in the Brighton Development.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

4. This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are (1) to provide for maintenance, preservation and architectural control of the single family residential Lots and Common Area within that certain tract of property more fully described in Exhibit "A", attached hereto and made a part hereof by reference (the "Premises") and (2) to promote the health, safety and welfare of the residents in the Brighton Development, Manheim Township, Lancaster County, Pennsylvania. The this end the Corporation shall have the power to:

a. 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, the Declaration being incorporated herein as if set forth at length;

b. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, grant easements, or otherwise dispose of real or personal property in connection with the affairs of the Association;

d. Borrow money, and with the assent of two-thirds (2/3) of each class of Members mortgage, pledge, or hypothecate any or 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 the Common Area (or grant rights thereto) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

f. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of Manheim Township as well as two-thirds (2/3) of each class of members;

g. Have and to exercise any and all powers, rights and privileges which a Corporation organized under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee simple interest in any Lot which is subject by the Declaration to assessment by the Association, 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to one (1) vote for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) The Class B membership, as defined in the By-Laws, ceases and converts to Class A membership upon the earlier of the following:

(1) Upon the conveyance of 75% of the Lots to third party homeowners or;

(2) On July 1, 2001.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

40-105

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to Manheim Township to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any appropriate public agency or nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of Manheim Township as well as the assent of 75 percent (75%) of the entire membership.

ARTICLE XI
FHA/VA APPROVAL

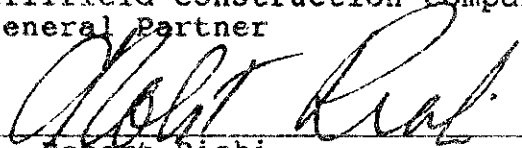
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the Commonwealth of Pennsylvania, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 10th day of September, 1997.

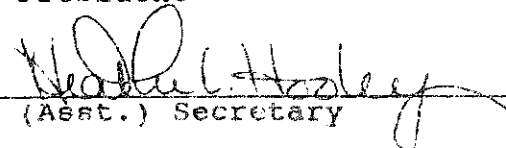
Incorporator:
Brighton Land Company, L.P.
2130 Marietta Avenue
Lancaster PA 17603

Brighton Land Company, L.P.
BY: Millfield Construction Company
General Partner

BY:


G. Robert Riahi
President

ATTEST:


(Asst.) Secretary

27.50
N/S

A Part of Tax Map No. (39-0) 9J-10-7 and (39-0) 9J-10-1

THIS DEED

REGISTERED

MANHEIM TOWNSHIP
LANCASTER COUNTY, PA

MADE the 5th day of August Nineteen hundred and ninety-six (1996)

BETWEEN HENRY WEBER FAMILY TRUST, County of Lancaster, Commonwealth of Pennsylvania, Party of the First Part (hereinafter called Grantor)

AND

BRIGHTON LAND COMPANY, County of Lancaster, Commonwealth of Pennsylvania, Party of the Second Part (hereinafter called Grantee)

WITNESSETH, that in consideration of FOUR HUNDRED EIGHTY-SIX THOUSAND TWO HUNDRED TWENTY-FIVE AND 00/00 DOLLARS (\$486,225.00), in hand paid, the receipt whereof is hereby acknowledged, the said grantor does hereby grant and convey to said grantee,

ALL THAT CERTAIN piece, parcel, or tract of land situated on the East side of Fruitville Pike, S.R. 4011, and the South side of Erb's Quarry Road, T-578, located in Manheim Township, Lancaster County, Pennsylvania, as shown on a Final Plan of Brighton Phase I, prepared by David Miller/Associates, Incorporated, Drawing No. 93-172.11, recorded in Subdivision Plan Book 1-194, Page 073, said tract being more fully bounded and described as follows:

BEGINNING at a P.K. nail in Fruitville Pike, S.R. 4011, said point being a corner of lands now or formerly of Dale L. and Helen M. Landis; thence extending in and along Fruitville Pike, North eleven (11) degrees sixteen (16) minutes forty-nine (49) seconds West, a distance of four hundred thirty-seven and thirteen hundredths (437.13) feet to a P.K. nail, a corner of lands now or formerly of Vernon E. and Jane N. Geigley; thence extending along the same, the four (04) following courses and distances: 1) North seventy-six (76) degrees fourteen (14) minutes thirteen (13) seconds East, a distance of eighty-six and twenty-two hundredths (86.22) feet to an iron pin; 2) North seventy-six (76) degrees fifty-one (51) minutes twelve (12) seconds East, a distance of twenty-two and twenty hundredths (22.20) feet to an iron pin; 3) North eleven (11) degrees nineteen (19) minutes fourteen (14) seconds West, a distance of two hundred forty-four and sixty-six hundredths (244.66) feet to an iron pin; and 4) South seventy-six

WT 50 OF 15.50 AN 11.50 TOT 27.50
9J 10 LOT 7
DIST 390 MAP 3 J

TAXES
Po. 4862.25

Local 2431.13
Local 2431.12

Manheim Twp
Manheim Twp

5062 0381

(76) degrees nine (09) minutes twenty-seven (27) seconds West, a distance of one hundred eight and eighteen hundredths (108.18) feet to a P.K. nail in Fruitville Pike; thence extending in and along the same, the two (02) following courses and distances: 1) North twelve (12) degrees fifty-two (52) minutes forty-nine (49) seconds West, a distance of thirty-one and twelve hundredths (31.12) feet to a point; and 2) North nine (09) degrees eighteen (18) minutes fifty (50) seconds West, a distance of two hundred sixteen and ninety-two hundredths (216.92) feet to a P.K. nail; thence leaving Fruitville Pike, and extending in and along Erb's Quarry Road, T-578, respectively, North seventy-six (76) degrees two (02) minutes fifty-five (55) seconds East, a distance of three hundred twenty-eight and ninety-three hundredths (328.93) feet to a P.K. nail, a corner of lands now or formerly of Annette G. Long; thence extending along the same, the six (06) following courses and distances: 1) South fourteen (14) degrees seventeen (17) minutes nineteen (19) seconds East, a distance of twenty and fifty-seven hundredths (20.57) feet to a point; 2) on a line curving to the left, having a radius of twenty and zero hundredths (20.00) feet, an arc length of thirty-one and forty-two hundredths (31.42) feet, a chord bearing of South thirty (30) degrees forty-two (42) minutes forty-one (41) seconds West, and a chord distance of twenty-eight and twenty-eight hundredths (28.28) feet to a point; 3) South fourteen (14) degrees seventeen (17) minutes nineteen (19) seconds East, a distance of one hundred eighty and zero hundredths (180.00) feet to an iron pin; 4) North seventy-five (75) degrees forty-two (42) minutes forty-one (41) seconds East, a distance of seven hundred fifty-one and seventy hundredths (751.70) feet to an iron pin; 5) North eighteen (18) degrees nine (09) minutes one (01) second East, a distance of ninety-two and forty-seven hundredths (92.47) feet to a point; and 6) North thirteen (13) degrees fifty-seven (57) minutes twenty-nine (29) seconds West, a distance of one hundred thirty-eight and two hundredths (138.02) feet to a P.K. nail in Erb's Quarry Road; thence extending in and along the same, North seventy-six (76) degrees two (02) minutes fifty-eight (58) seconds East, a distance of two hundred ninety-nine and ninety-nine hundredths (299.99) feet to an iron pin, a corner of lands now or formerly of Aaron S. Zook; thence extending along the same, South fifteen (15) degrees eight (08) minutes forty (40) seconds West, a distance of two hundred forty-seven and eighty hundredths (247.80) feet to a point, a corner of Lands To Be Retained By Henry Weber Family Trust; thence extending along the same, the seven (07) following courses and distances: 1) on a line curving to the right, having a radius of four hundred ten and zero hundredths (410.00) feet, an arc length of one hundred fifty-four and forty-nine hundredths (154.49) feet, a chord bearing of South forty-seven (47) degrees two (02) minutes thirty-seven (37) seconds West, and a chord distance of one hundred fifty-three and fifty-eight hundredths (153.58) feet to a point; 2) on a line curving to the

left, having a radius of fifteen and zero hundredths (15.00) feet, an arc length of eighteen and seventy-one hundredths (18.71) feet, a chord bearing of South twenty-two (22) degrees six (06) minutes thirty-nine (39) seconds West, and a chord distance of seventeen and fifty-two hundredths (17.52) feet to a point; 3) South thirteen (13) degrees thirty-seven (37) minutes zero (0) seconds East, a distance of eighteen and thirty hundredths (18.30) feet to a point; 4) North seventy-six (76) degrees twenty-three (23) minutes zero (0) seconds East, a distance of sixty and zero hundredths (60.00) feet to a point; 5) South thirteen (13) degrees thirty-seven (37) minutes zero (0) seconds East, a distance of four hundred twenty-six and zero hundredths (426.00) feet to a point; 6) South seventy-six (76) degrees twenty-three (23) minutes zero (0) seconds West, a distance of five and zero hundredths (5.00) feet to a point; and 7) South thirteen (13) degrees thirty-seven (37) minutes zero (0) seconds East, a distance of one hundred eighty-nine and zero hundredths (189.00) feet to a point; thence continuing along Lands To Be Retained By Henry Weber Family Trust, and extending along lands now or formerly of Dale L. and Helen M. Landis, respectively, South seventy-six (76) degrees twenty-three (23) minutes zero (0) seconds West, a distance of eight hundred seventy-eight and eighty-three hundredths (878.83) feet to an iron pin; thence continuing along lands of Landis, South seventy-six (76) degrees fifty-four (54) minutes fifty-three (53) seconds West, a distance of three hundred sixty-eight hundredths (368.38) feet to the place of BEGINNING.

CONTAINING 22.57 Acres

SUBJECT to stormwater easements and access easement, as show on the above-referenced Plan.

RECORDED OR FILED
96 AUG -5 PM 3:01
RECORDER OF DEEDS
LANCASTER, PA.

BEING A PART OF THE SAME PREMISES which ANNETTE G. LONG AND JOHN CHRISTOPHER WEBER, JOSEPH F. WEBER and STEPHEN C. GERZ, Trustees of HENRY WEBER FAMILY TRUST by STEPHEN C. GERZ, Individually and as attorney-in-fact for JOHN CHRISTOPHER WEBER and JOSEPH F. WEBER by deed dated October 11, 1988 and recorded October 13, 1988 in the Recorder of Deeds Office in and for Lancaster County, Pennsylvania, in Deed Book 2503, Page 128 granted and conveyed unto JOHN CHRISTOPHER WEBER, JOSEPH F. WEBER and STEPHEN C. GERZ, Trustees of HENRY WEBER FAMILY TRUST, successors and assigns.

ALSO BEING A PART OF THE SAME PREMISES which ANNA G. LONG by her attorney-in-fact ANNETTE G. LONG, and JOHN CHRISTOPHER WEBER, JOSEPH F. WEBER and STEPHEN C. GERZ, Trustees of HENRY WEBER FAMILY TRUST by STEPHEN C. GERZ, individually and as attorney-in-fact for JOHN CHRISTOPHER WEBER and JOSEPH F. WEBER by deed dated October 11, 1988 and recorded October 13, 1988 in the Recorder of Deeds Office in and for the County of Lancaster in Record Book 2503, Page 124 granted and conveyed unto JOHN CHRISTOPHER WEBER, JOSEPH F. WEBER AND STEPHEN C. GERZ, Trustees of HENRY WEBER FAMILY TRUST, successors and assigns.

AND the said grantors does hereby warrant the property hereby conveyed, and John Christopher Weber, Joseph F. Weber and Stephen C. Gerz, Trustees of Henry Weber Family Trust, have not heretofore done or committed any act, matter or thing whatsoever whereby the premises hereby granted, or any part thereof, is, are, or shall or may be impeached, charged or encumbered in title, charge, estate of otherwise howsoever.

I Certify This Document To Be Recorded in Lancaster Co., Pa.



Renell N. Cohen

Recorder of Deeds

08/05/96	3:08PM	010#6911	AXX
		PA TAX	\$4862.25
08/05/96	3:08PM	010#6911	AXX
		LOCAL TX	\$2431.13
08/05/96	3:08PM	010#6911	AXX
		LOCAL TX	\$2431.12

IN WITNESS WHEREOF, said grantors have hereunto set their hands and seals the day and year first above written.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF

Henry Weber Family Trust

[Signature]

By: John Christopher Weber (SEAL)
John Christopher Weber, Trustee

[Signature]

John Christopher Weber (SEAL)
Joseph F. Weber, by his
Attorney-in-Fact John
Christopher Weber

[Signature]

Stephen C. Gerz (SEAL)
Stephen C. Gerz, Trustee

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF LANCASTER)

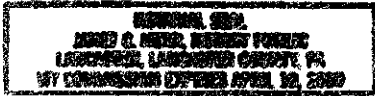
SS:

On this, the 5th day of August 1996, before me a Notary Public the undersigned officer, personally appeared John Christopher Weber, Individually and as Attorney-in-Fact for Joseph F. Weber and Stephen C. Gerz, Trustees of the Henry Weber Family Trust known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial seal.

MY COMMISSION EXPIRES: 4/10/00

Janet C. [Signature]



I HEREBY CERTIFY, that the precise address of the grantee herein is 2130 Marietta Avenue
Lancaster, PA 17603

Matthew J. Creme, Jr.
Matthew J. Creme, Jr.