

EXHIBIT B-I

FORRESTAL VILLAGE COMMUNITY SERVICES ASSOCIATION
ARTICLES OF INCORPORATION

Dated: November 6, 1978

FORWARDED FOR RECORDING
AND FILING

McCARTHY AND HICKS, P.A.
6-8 Charlton Street
Post Office Box 2329
Princeton, New Jersey 08540

Recorded by Clerk
of Middlesex County
December 19, 1978

Filed with Secretary of State
February 5, 1979

Book 088 Page 718

ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION
OF
FORRESTAL VILLAGE COMMUNITY SERVICES ASSOCIATION, INC.

In compliance with the requirements of the State of New Jersey, the undersigned, all of whom are residents of the State of New Jersey and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit pursuant to N.J.S.A. 15:1-1, et seq., and do hereby certify:

ARTICLE I

I.1 The name of the corporation is Forrestal Village Community Services Association, Inc., hereinafter called the "Corporation."

I.2 The principal office of the Corporation is located at 105 Woodcrest Center, P.O. Box 778, Cherry Hill, New Jersey 08003.

I.3 Harold D. Sarshik, whose address is the same, is hereby designated the initial registered agent of this Forrestal Village Community Services Association, Inc.

ARTICLE II

PURPOSE AND POWERS OF THE CORPORATION

2.1 This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are:

(a) to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described as Forrestal Village and any and all other properties which may be annexed thereto in accordance with the provisions of the Forrestal Village Declaration of record;

(b) to promote the health, safety and welfare of the residents within the above described property;

(c) to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation law of the State of New Jersey by law may now or hereafter have or exercise; and

(d) to exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in the Declaration of Covenants and Restrictions, hereinafter called the "Declaration," and all Supplementary Declarations applicable to the property and to be recorded in the Office of the Clerk of Middlesex County as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

2.2 Without limiting the generality thereof, subject to such limitations as are set forth in the Declaration, said powers and duties of the corporation shall be:

(a) to acquire, own, hold, maintain, manage, lease, pledge, convey, transfer or dedicate real or personal property for the benefit of the members in connection with the affairs of the corporation, except the acquisition, mortgaging or disposal of Common Area and/or improvements shall be subject to the provisions of the Declaration;

(b) to establish rules and regulations for the use of property;

(c) to fix, levy, and collect assessments;

(d) pay all expenses incident to the conduct of business of the corporation;

(e) to grant and convey easements to the Common Area;

(f) to employ, enter into contract with, delegate authority to and supervise such persons of entities as may be appropriate to manage, conduct, and perform the business obligations and duties of the corporation;

(g) to participate in mergers and consolidations with other corporations;

(h) to perform such acts, as may be reasonably necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending

membership rights, to enforce or effectuate any of the provisions of the Declaration, these Articles or the Bylaws;

(i) to regulate the external design, appearance, and locations of The Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography; and

(j) to form subsidiary corporations.

2.3 No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

MEMBERSHIP AND VOTING

3.1 Every person or entity who is a record owner of a fee or undivided fee interest in any lot or living unit which is subject to the Declaration, including contract sellers, shall be members 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. Every lessee who holds a lease to a living unit which has initial term of at least one year and every contract purchaser who occupies a living unit which is subject to the Declaration shall be an occupant member of the corporation.

Class A. Class A members shall be all Owners of Lots which are not Assessable Land Units. Except for Owners of Lots on which Multi-Family Structures are or will be constructed, Class A Members shall be entitled to one vote for each Assessable Living Unit owned. An Owner of Lots on which Multi-Family Structures are or will be constructed may cast no more than ten percent of all other Class A votes cast on any issue other than elections. In the case of elections, such Owner shall be entitled to cast for each vacancy one vote for each Lot owned plus one vote for each twenty-five Assessable Living Units owned.

Class B. Class B members shall be all occupant members, as defined in paragraph 3.1 and all Class A members who occupy a living unit. Class B members shall have one vote for the living unit they occupy.

Class C. The Class C member shall be Sarshik and Edwards, a partnership and Forrestal Village, Inc., a New Jersey corporation, its successors, and assigns, which shall have 600 votes, less the number of Class B votes outstanding at the time a vote is taken. (The initial number of votes assigned to the Class C member is based on granting such member one vote for each of the proposed living units indicated on the Development Plan.) The Class C membership shall cease upon the earlier of the following events: when the total number of Class B votes equals the total number of Class C votes or December 31, 1993.

3.2 The vote for any membership which is held by more than one person may be exercised by any one of them, unless any objection or protest by any other holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

Any person or entity qualifying as a member of more than one voting class may exercise those votes to which he is entitled for each such class of membership.

3.3 The voting rights of members shall be as follows:

(a) Class A members and Class C members shall vote as provided in the Declaration, to approve a raise in the maximum annual assessments which is greater than allowed by the Declaration; to approve special capital improvement assessments; to approve mergers, consolidations, or dissolution of the corporation; to approve conveyance, dedication, or mortgaging of the Common Area; to approve amendments to the Declarations and

to the Supplementary Declaration for their Parcel;

(b) Class A and Class B members shall vote as a single class to approve amendments to these Articles and the Bylaws; and to elect Directors; however, should less than twenty-five percent (25%) of the outstanding Class A and B votes be cast in any election, the Board of Directors shall have the right to fill by appointment those petitions which are the subject of election.

3.4 Except as provided otherwise by law, where a vote of the members is required, the Board of Directors shall determine by resolution whether the question shall be decided by ballot vote at a meeting or by mail or at polling places designated by the Board, and shall give notice thereof as provided in the Bylaws.

ARTICLE IV
GOVERNING BOARDS

4.1 The Covenants Committee, whose number and method of selection shall be as provided in the Bylaws, shall regulate the external design, appearance, and locations of The Properties and improvements thereon in accordance with the Declaration and architectural standards approved by the Board of Directors, and subject to appeal to the Board of Directors, decide cases of alleged infractions of the governing documents in accordance with the Declaration and adopted procedures.

4.2 Except as provided above, the affairs of this corporation shall be managed by a Board of up to seven (7) Directors, who need not be members of the corporation. The number, term of office, and method of selection shall be as provided in the Bylaws of the corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Harold D. Sarshik	105 Woodcrest Center Cherry Hill, NJ 08003
Ernest A. Edwards, Jr.	105 Woodcrest Center Cherry Hill, NJ 08003
Gregory B. Montgomery	105 Woodcrest Center Cherry Hill, NJ 08003

ARTICLE V

DURATION

The corporation shall exist perpetually unless dissolved as provided in Article VI.

ARTICLE VI

DISSOLUTION

The corporation may be dissolved with the assent given in writing and signed by the Class C member, the Lead Lender, and not less than two-thirds (2/3) of the votes of the Class A members. Prior to dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation may be granted, sold, leased, conveyed, or assigned to any corporation, association, trust, or other organization.

ARTICLE VII

SEVERABILITY

Invalidation of any of these articles or sections or articles by judgment or court order shall in no way effect any other provisions which shall remain in full force and effect.

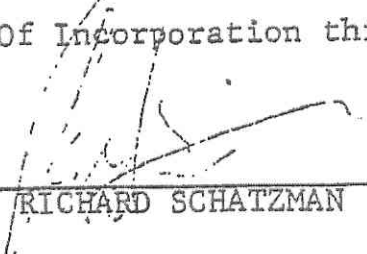
ARTICLE VIII
FEDERAL AGENCY RIGHTS

As long as there is a Class C membership, the following actions will require the prior approval of the Federal Mortgage Agencies, as defined in the Declaration: dissolution of the corporation and amendment of these Articles.


ARTICLE IX
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of the voting members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of New Jersey, we, the undersigned, constituting the incorporators of this Forrestal Village Community Services Association, Inc., have executed these Articles Of Incorporation this 6th day of November, 1978.



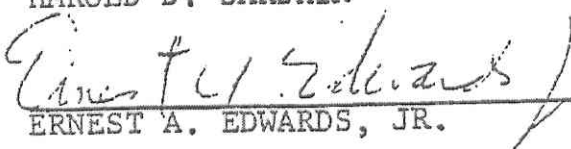
RICHARD SCHATZMAN



LINDA ANN EDWARDS



HAROLD D. SARSHIK



ERNEST A. EDWARDS, JR.



GREGORY B. MONTGOMERY

STATE OF NEW JERSEY

SS.:

COUNTY OF MERCER

BE IT REMEMBERED, that on November 6, 1978, before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared, Harold D. Sarshik, Ernest A. Edwards, Jr., Gregory B. Montgomery, Richard Schatzman and Linda Ann Edwards, who, I am satisfied, are the persons named in and who executed the within Instrument, and thereupon they acknowledged that they signed, sealed and delivered the same as their act and deed, for the uses therein expressed.

Muriel P. Hilde

MURIEL P. HIBBS
A Notary Public of New Jersey
My Commission Expires Jan 19, 1983

PREPARED BY:

Richard Schatzman, Attorney-
at-Law of New Jersey



State of New Jersey
DEPARTMENT OF HUMAN SERVICES
DIVISION OF PUBLIC WELFARE

CI-5

G THOMAS RITI
Director

Address Reply to:
Post Office Box 1827
Trenton, New Jersey 08623

December 7, 1978

(609) 890-9500
(Ext. 314)

Mr. Richard Schatzman
6-8 Charlton Street
P.O. Box 2329
Princeton, NJ 08540

RE: FORESTAL VILLAGE COMMUNITY SERVICES
ASSOCIATION

Dear Mr. Schatzman:

We have reviewed the Certificate of Incorporation pertaining to the above and have determined that although it has been organized as a non-profit corporation, it does not require the formal approval of the Commissioner of Human Services as outlined in R.S. 15:1-15. This is because of the limited nature and/or scope of the charitable activities contemplated by this corporation.

Accordingly, you may proceed to transmit the Certificate to the Secretary of State who has been informed of our finding as stated herein. You may not, however, infer that all aspects of the Certificate of Incorporation are correct and approved. The Office of the Secretary of State will advise you as to other statutory requirements.

We are retaining a copy of the Certificate for our files and are returning the original certificate herewith.

Sincerely yours,

Lewis W. Fuller, Chief
Bureau of Administrative Review and Appeals
Division of Public Welfare

LWF:JM:11
Encl.

REC- 088 731
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I, The Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy of the CERTIFICATE OF INCORPORATION and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the 5th day of February A.D. 1979 and now remaining on file and of record thereof.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 5th day of February, A.D. 1979

SECRETARY OF STATE
DONALD LAN