

STATE of DELAWARE
CERTIFICATE of *INCORPORATION*
BETHANY BEACH FARMERS' MARKET, INC.
A NON-STOCK CORPORATION

First: The name of the Corporation is Bethany Beach Farmers' Market, Inc.

Second: Its Registered Office in the State of Delaware is located at 601 Castle Court in the City of Bethany Beach, County of Sussex Zip Code 19930-1015. The name of the registered agent is Doug Mowrey, 601 Castle Court, Bethany Beach, DE 19930-1015.

Third: The purpose of the corporation is to operate a farmers' market and engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation.

Fourth: Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fifth: The Corporation's period of duration is perpetual.

Sixth: The Corporation shall not have any capital stock.

Seventh: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fourth hereof. No substantial part of the activities of the corporations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Eighth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction of the county in which the

Principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Ninth: The nonprofit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the corporation and may exercise all powers of the corporation as permitted by federal law, state law, the Certificate of Incorporation, and the By-Laws of the corporation as in effect from time to time. The number of directors to constitute the first Board of Directors are three. After the initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Delaware.

Tenth: In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the corporation.

Eleventh: The Corporation may amend the Certificate of Incorporation in the manner provided for by the laws of the State of Delaware. No amendment may authorize the Board of Directors to conduct the affairs of the corporation in any manner, or for any purpose contrary to the provisions of section 501 (c)(3) of the Internal Revenue Code.

Twelfth: The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify and advance expenses to its directors and officers and to any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section as amended or supplemented (or any successor), provided, however, that except with respect to proceedings to enforce rights to indemnification, the By-Laws of the non-profit corporation may provide that the non-profit corporation shall indemnify any director, officer or such person in connection with a proceeding (or part thereof) initiated by such director, officer or such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the non-profit corporation. The non-profit corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the non-profit corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Thirteenth: No director of this non-profit corporation shall be personally liable to the non-profit corporation for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability or limitation thereof is

Determined. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the non-profit corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the General Corporation Law of the State of Delaware is amended after approval by the directors of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the non-profit corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Fourteenth: The name and mailing address of the incorporator are as follows:

Name: John M. Himmelberg
Mailing Address: C/o O'Connor & Hannan, L.L.P.
1666 K Street, N.W., Suite 500
Washington, D.C. 20006

I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, and record this Certificate, **and** certify that the facts herein stated are true, and have accordingly hereunto set my hand this day of March, A.D. 2007.

BY: *Et:fu/* *I?Y*
~~NAME~~ M. Himmelberg

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