

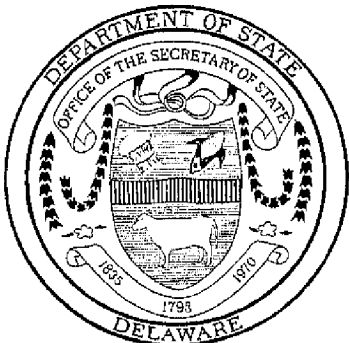


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Restated Certificate of Incorporation
filed in this office on January 15, 1982



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. To*

DATE: January 15, 1982

FILED

JAN 15 1982

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RESTATED CERTIFICATE OF INCORPORATION
OF

William C. Keaton
SECRETARY OF STATE

302 RIVER ROAD, INC.

302 River Road, Inc., a corporation organized on September 30, 1964 under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The Board of Directors of the corporation duly adopted a resolution proposing that the certificate of incorporation be restated under the provisions of Sections 242 and 245, Title 8 of the Delaware Code and that the restated certificate in the form annexed hereto be submitted to the stockholders for adoption and

SECOND: The stockholders of the corporation at a special meeting held on January 14, 1982, unanimously adopted the restated certificate of incorporation in the form annexed hereto.

IN WITNESS WHEREOF, the corporation caused this certificate to be signed by its President and attested by its Secretary this 14 day of January, 1982.

Attest:

William C. Keaton
Secretary

[Signature]
President

RESTATED
CERTIFICATE OF INCORPORATION
OF
RIVER TERRACE COOPERATIVE, INC.
(a nonprofit corporation)

ARTICLE ONE

NAME

The name of the corporation is River Terrace Cooperative, Inc.

ARTICLE TWO

PURPOSES AND POWERS

The corporation is a nonprofit corporation and the purposes for which the corporation is formed and the business and objects to be carried on and promoted by it shall be to acquire, deal with, maintain and operate a cooperative apartment building or buildings and other structures for the housing and accommodation therein of its stockholders and others as the occupants and residents thereof.

In furtherance of the corporate purpose of the corporation shall have the following powers:

(a) To construct, maintain, operate, and improve, and to sell, convey, assign, mortgage or otherwise

encumber, or lease any real estate and any personal property necessary to the operation of such project.

(b) To borrow money and issue evidence of indebtedness of the corporation in furtherance of any or all of the objects of the corporation's business, and to secure the same by mortgage, deed of trust, pledge or other lien.

(c) To adopt such by-laws and enter into such agreements as may be necessary or appropriate thereto.

(d) To enter into, perform and carry out contracts of any kind and to undertake and perform any other acts necessary to, or in connection with, or incidental to the accomplishment of any purpose of the corporation.

(e) Any other power permitted by the Delaware corporation law.

ARTICLE THREE

REGISTERED AGENT

The name of the corporation's registered agent and registered office on whom process may be served is Samuel R. Russell whose post office address is 1206 Farmers Bank Building, Tenth and Market Streets, New Castle County, Wilmington, Delaware, 19899.

ARTICLE FOUR

DIRECTORS AND OFFICERS

The corporation shall have not less than three directors elected by the stockholders who shall act as directors until their successors are duly chosen and qualified, provided that the number and manner of selection of the directors may be altered in the by-laws. Officers shall be elected as provided in the by-laws.

ARTICLE FIVE

CAPITAL STOCK

The total amount of the capital stock of the corporation shall be 100 shares of common stock without par value.

ARTICLE SIX

DIVIDENDS NOT TO BE PAID

Unless otherwise required by law, no dividend shall ever be declared or paid upon any stock issued by the corporation.

ARTICLE SEVEN

CAPACITY OF OFFICERS AND DIRECTORS: DISABILITY

No contract or other transaction between this corporation and any other corporation or association shall

in any way be affected or invalidated by virtue of the fact that any of the directors or officers of this corporation are or may be pecuniarily interested in, or are directors or officers of such other corporation or association. Any director individually, or any firm of which any director is a member, may be a party to or pecuniarily interested in any contract or transaction of this corporation, and any director of this corporation who is also a director or officer of such other corporation or association, or who is interested in such contract or transaction, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize or ratify any such contract or transaction, but such director may not vote upon such contract or transaction.

Any officer, director or stockholder of this corporation shall be fully competent and authorized to make and enter into occupancy agreements, leases, and other contracts with the corporation respecting any unit, parcel or part of the corporate property under the by-laws governing the same; and no infirmity or disability shall inure or attach to any such agreement, lease, or contract by reason of any such position with or interest in the corporation.

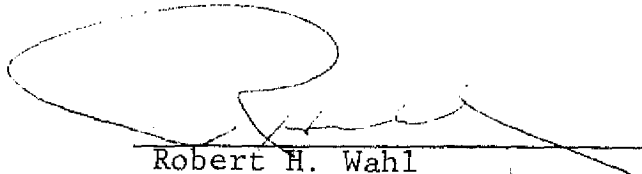
ARTICLE EIGHT

This corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

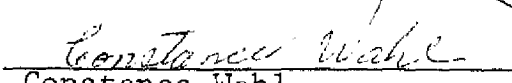
This restated certificate of incorporation was unanimously adopted by all of the stockholders of the corporation in accordance with the provisions of Sections 242 and 254 of Title 8 of the Delaware Code.

CONSENT OF STOCKHOLDERS OF
302 RIVER ROAD, INC.

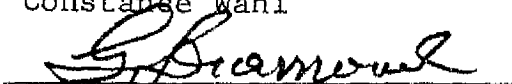
The undersigned, constituting all of the stockholders of the corporation known as 302 River Road, Inc., at a special meeting held on January 14, 1982, unanimously adopted the restated certificate of incorporation of the corporation to be henceforth known as River Terrace Cooperative, Inc. and unanimously adopted new by-laws for the corporation designated as "By-Laws of River Terrace Cooperative, Inc."



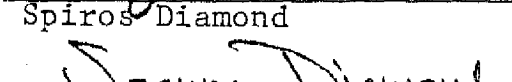
Robert H. Wahl (SEAL)



Constance Wahl (SEAL)



Spiros Diamond (SEAL)



Suzanne Diamond (SEAL)

RECEIVED FOR RECORD

JAN 26 1982

LEO J. DUCAN, Jr., Recorder