

EXHIBIT B

CERTIFICATE OF INCORPORATION
OF
ERIE VILLAGE HOMEOWNERS ASSOCIATION, LTD.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law does hereby make, sign and acknowledge this Certificate, stating as follows:

ARTICLE I. The name of the corporation is ERIE VILLAGE HOMEOWNERS ASSOCIATION, LTD.

ARTICLE II. The corporation is a corporation as defined in subparagraph (a) (5) of section 102 of the Not-for-Profit Corporation Law.

ARTICLE III. The purposes for which the corporation is formed are as follows:

A. To promote the health, safety and welfare of the residents of a residential community proposed to be developed by ERIE VILLAGE, INC. (hereinafter referred to as the Sponsor), a New York corporation with its principal place of business in the Town of Manlius, Onondaga County, New York, and for this purpose:

- (1) To own, lease or otherwise acquire and to build, operate and maintain streets, roadways, sewers, drainage, recreational, athletic and other facilities, including buildings, structures and personal property incidental thereto (hereinafter referred to as the "Common Areas"), and
- (2) To enforce any and all covenants, restrictions and agreements applicable to the Common Areas and the residential lots within the above-described residential community (the enforcement of which is not specifically and exclusively reserved to others), and particularly the Declaration or Declarations of Covenants, Restrictions, Easements, Charges and Liens (hereinafter referred to as the "Declaration"), which may hereafter be recorded among the land records of Onondaga County, New York.

B. To make and perform any contracts and do any acts and things, and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any objects enumerated herein.

C. The corporation, in furtherance of its corporate purposes, above set forth, shall have the powers enumerated in Section 202 of the Not-For-Profit Corporation Law, subject to any limitations provided in the Not-For-Profit Corporation Law or any other statute of the State of New York.

ARTICLE IV. The corporation shall be a Type A corporation pursuant to Section 201 of the Not-For-Profit Corporation Law.

ARTICLE V. The lots intended for residential use on the subdivision plans filed or to be filed for the above properties, together with the aforesaid Common Areas; are referred to herein collectively as "The Properties".

ARTICLE VI. The corporation shall have the power to dispose of its real properties only as authorized under the Declaration applicable to said properties.

ARTICLE VII. The total unpaid debts of the corporation at any given time (including outstanding loans to the corporation) shall not exceed the total of the maximum annual assessments that may be levied for the then current year pursuant to the Declaration.

ARTICLE VIII. The corporation may be dissolved only by the vote of two-thirds (2/3) of the members entitled to vote thereon. Written notice of the proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consistent with ARTICLE IX hereof), shall be mailed to every member at least sixty (60) days in advance of any action taken.

ARTICLE IX. Upon the dissolution of the corporation, the assets, both real and personal, of the corporation shall be dedicated to an appropriate governmental body or agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those

to which they were required to be devoted by the corporation. No such disposition of the corporation's properties shall be effective to divest or diminish any right or title of any member vested in him under the Declaration and deeds applicable to The Properties, unless made in accordance with the provisions of the Declaration and deeds.

ARTICLE X. . The office of the corporation is to be located in the Town of Manlius, Onondaga County, State of New York.

ARTICLE XI. The territory within which the activities of the corporation are principally to be conducted is the State of New York.

ARTICLE XII. The post office address to which the Secretary of State shall mail a copy of any notice required by law is: 5912 North Burdick Street, East Syracuse, New York 13057.

ARTICLE XIII. The incorporator is a natural person over the age of nineteen (19) years.

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate of Incorporation this 15th day of November, 1983.

Earl L. Dot

STATE OF NEW YORK)
COUNTY OF ONONDAGA) ss:

On this 15th day of November, 1983, before me, the subscriber, personally appeared EARLL. DOT, to me personally known and known to me to be the same person described in and who executed the within Instrument, and he duly acknowledged to me that he executed the same.

Patricia M. Snyder
Notary Public, Onondaga County

PATRICIA M. SNYDER No. 34-3757025
Notary Public, State of New York
Qualified In Onondaga County
My Commission Expires March 30, 1985