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FILED

JUL 25 1995

RESTATED CERTIFICATE OF INCORPORATION OF
THE LONGWOOD LAKE CABIN OWNERS ASSOCIATION, INC.

LONNA R. HOOKS
Secretary of State

1033874

TO: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 15A:9-5(c) and
Section 15A:9-2 of the New Jersey Nonprofit Corporations Act, the
undersigned, of age eighteen or older, executes the following
Restated Certificate of Incorporation:

ARTICLE 1. NAME

1.0 The name of the corporation is the LONGWOOD LAKE
CABIN OWNERS ASSOCIATION, INC. (the "Corporation").

ARTICLE 2. PURPOSES

2.0 The Corporation is organized exclusively for the
following purposes:

a) to preserve, maintain and protect Lower Longwood
Lake, (the "Lake") located in Jefferson Township, Morris County,
New Jersey, and;

b) to promote the responsible and environmentally
prudent enjoyment of the Lake and surrounding woodlands by the
owners of recreational cabins on property adjacent to the Lake;

c) to provide for the maintenance, preservation and
control of the common elements within that certain tract of
property described on Exhibit A of a certain Master Deed entitled
"Longwood Lake Cabins, A Condominium", recorded in Book 3294 Page
0001 in the Office of the Clerk of Morris County, and to promote

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the health, safety and welfare of the residents within the above described property;

ARTICLE 3. MEMBERS

3.0 Every person or entity who is a record owner of a fee interest in any Unit which is subject to the Master Deed aforesaid, is subject to assessment by the Corporation, and qualifies in accordance with the Bylaws of the Corporation, shall be a member of the Corporation, the person or entities collectively owning any Unit or Units, if any, being collectively a member with respect to each unit owned collectively, as provided in the Bylaws 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. Ownership of any such Unit shall be the sole qualification for membership. Upon termination of the interest of the Unit owner, such Unit owner's membership shall automatically terminate and shall be transferred to the new Unit owner succeeding him in interest.

ARTICLE 4. TRUSTEES

4.0 The Trustees shall be members of the Corporation. Election of the trustees shall be as set forth in the Bylaws of the Corporation. Seven (7) trustees constitute the current board of trustees. Their names and mailing addresses are:

- | | |
|---------------------|--|
| 1. Richard W. Leigh | LLCOA
461 Central Park West
New York, New York 10025 |
| 2. Monique Remeika | 97 Woodland Road
Bloomfield, New Jersey 07003 |
| 3. James Gaita | 10 Hidden Lane
Westbury, New York 11590 |
| 4. Kimberley Huron | 26 Krasco Road
Oak Ridge, New Jersey 07438 |
| 5. Lois Roland | 519 Green Valley Road
Paramus, New Jersey 07652 |
| 6. Betty Beaumont | P.O. Box 140
Canal Street Station
New York, New York 10013 |
| 7. Raymond G. Mayer | 1127 Salem Avenue
Hillside, New Jersey 07205 |

ARTICLE 5. REGISTERED OFFICE AND AGENT

5.0 The address of the Corporation's current registered office is c/o Monique Remeika, 97 Woodland Road, Bloomfield, New Jersey 07003. The name of the current registered agent is Monique Remeika.

ARTICLE 6. LIMITATION OF LIABILITY OF TRUSTEES AND OFFICERS

6.0 A trustee or officer of the Corporation shall not be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or its members, except that such provision shall not relieve a trustee or officer from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the Corporation or its members, (2) not in good faith or

involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit.

ARTICLE 7. INDEMNIFICATION OF CORPORATE AGENTS

7.0 The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law, and may pay expenses incurred pursuant to said Section by such agents in advance.

**ARTICLE 8. LIMITATION ON COMPENSATION FOR TRUSTEES,
FOR TRUSTEES, MEMBERS AND OFFICERS**

8.0 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 Two hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

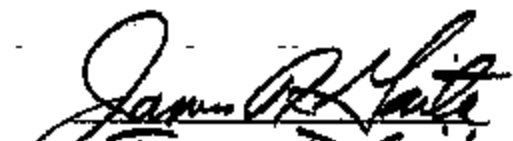
ARTICLE 9. METHOD OF DISTRIBUTION OF ASSETS
ON DISSOLUTION

9.0 The method of distribution of assets upon
dissolution of the Corporation shall be as set forth in the
Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this
Restated Certificate of Incorporation this 3rd day of June
1995.

ATTEST:

LONGWOOD LAKE CABIN OWNERS
ASSOCIATION, INC.


James T. Gaita
Secretary

By: 
RICHARD W. LEIGH, President

CERTIFICATE OF ADOPTION OF THE
RESTATED CERTIFICATE OF INCORPORATION OF
THE LONGWOOD LAKE CABIN OWNERS ASSOCIATION, INC.


TO: The Secretary of State
State of New Jersey

Purquant to the provisions of Section 15A:9-5(e) of the
New Jersey Nonprofit Corporations Act, the undersigned, of age
eighteen or older, executes the following Certificate of
Adoption:

1. The name of the corporation is the LONGWOOD LAKE CABIN OWNERS ASSOCIATION, INC. (the "Corporation")
2. The Corporation has members.
3. The Restated Certificate of Incorporation of the Corporation was adopted by the members of the Corporation on June 3, 1995.
4. The number of members entitled to vote on the adoption was 87.
5. The number of members voting for the adoption was 49.
6. The number of members voting against the adoption was 0.
7. The number of members present at the meeting in which the vote was taken was 49.

ATTEST:

LONGWOOD LAKES CABIN OWNERS
ASSOCIATION, INC.


James R. Gaita
Secretary

By: 
RICHARD W. LEIGH, President