

EXHIBIT B

CERTIFICATION OF INCORPORATION -
RITTENHOUSE AT LOCUST GROVE HOMEOWNERS ASSOCIATION, INC.

CERTIFICATE OF INCORPORATION OF
RITTENHOUSE AT LOCUST GROVE
HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE I

The name of the corporation is "Rittenhouse at Locust Grove Homeowners Association, Inc.", hereinafter called "Homeowners Association".

ARTICLE II

PURPOSE AND POWER OF THE HOMEOWNERS ASSOCIATION

This Homeowners Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of structures and common areas within portions of that certain tract of property known as Rittenhouse at Locust Grove located within the Locust Grove Planned Unit Community in Deptford Township, Gloucester County, New Jersey (such portions hereinafter referred to as "Property") which shall be declared subject to certain Declaration of Covenants, Conditions, and Restrictions filed, or to be filed, with respect to such Property, to hold title to certain streets, parking areas, conservation and recreation areas within the Property, and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as may be set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as is set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association;
- (c) acquire (by contribution, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and, as provided in the Declaration, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred for the repair or improvements of the Property, as provided in the Declaration;
- (e) dedicate, sell or transfer all or any part of the Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members in the manner set forth in the Declaration;
- (f) participation in mergers and consolidation with other nonprofit corporation organized for the same purpose or annex additional property as provided in the Declaration;

(g) take such steps as are reasonably necessary to protect against foreclosure;

(h) have and 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.

No substantial part of the activities of the Association shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the prescriptive provisions of the Internal Revenue Code. The Association 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

The location of the principal office of the Association shall be: 110 Fieldcrest Avenue, CN 7825, Edison, NJ 08818-7625 and the name of the agent therein and in charge thereof, upon whom process against the Association may be served is: John F. Semple, Esq.

ARTICLE IV BOARD OF DIRECTIONS

The affairs of this Association shall be managed by a Board of Directors, who shall be members of the Association, except for the Directors appointed by the Declarant pursuant to Article IV of the By-laws. The number, term of office and method of selection of Directors shall be as provided in the By-laws of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

John Contrevo, K. Hovnanian Companies, 385 Oxford Valley Road, Suite 411, Yardley, PA 19067;

James Taddei, K. Hovnanian Companies, 385 Oxford Valley Road, Suite 411, Yardley, PA 19067; and

Edward Esposito, K. Hovnanian Companies, 385 Oxford Valley Road, Suite 411, Yardley, PA 19067.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any residential unit which is subject to the Declaration aforesaid (hereinafter, such units are referred to as "Lots" and such owners as "Lot Owners"), including contract sellers, is subject to assessment by the Association, and, if qualifying in accordance with the By-laws, shall be a Member of the Association. 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 Lots shall be the sole qualification for membership. Upon termination of the interest of the Lot Owner, his membership shall automatically terminate and shall be transferred and shall inure to the new Lot Owner succeeding him in interest.

ARTICLE VI
DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Despite any other provision in this Certificate of Incorporation, the Association shall be subject to the following limitations and restrictions:

- (a) The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (hereinafter, "the Code");
- (b) The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (c) The Association shall not retain any excess business holdings as defined in Section 4943(c) of the code;
- (d) The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code;
- (e) The Association shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII
DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members representing not less than sixty-seven (67%) percent of all votes then entitled to be cast, the members and approved by mortgagees of Lots representing at least fifty-one (51%) percent of all Lots subject to mortgages. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
TERM

The corporation shall exist perpetually.

ARTICLE IX
AMENDMENTS

Amendment of these Articles shall require the assent of not less than sixty-seven (67%) percent of all votes then authorized to be cast, and the approval of mortgage holder representing not less than fifty-one (51%) percent of all Lots subject to mortgages.

ARTICLE X
BASIS OF ORGANIZATION

The Association is organized upon a non-stock basis.

ARTICLE XI
INCORPORATORS

The names and post office address of the incorporators are:

John Contrevo, K. Hovnanian Companies, 385 Oxford Valley Road, Suite 411, Yardley, PA 19067;

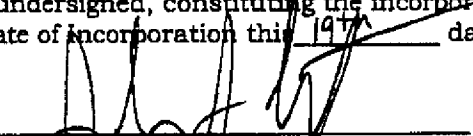
James Taddei, K. Hovnanian Companies, 385 Oxford Valley Road, Suite 411, Yardley, PA 19067; and

Edward Esposito, K. Hovnanian Companies, 385 Oxford Valley Road, Suite 411, Yardley, PA 19067.

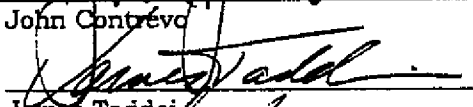
ARTICLE XII
SEVERABILITY

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


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of New Jersey, the undersigned, constituting the incorporators of this Association, having executed this Certificate of Incorporation this 19th day of February, 2003.



 John Contrevo



 James Taddei



 Edward Esposito

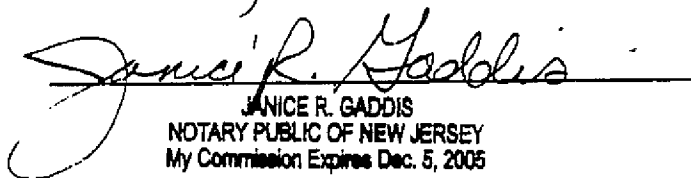
STATE OF PENNSYLVANIA:

ss.

COUNTY OF BUCKS:

Be it remembered, that on the 19th day of February, 2003 before me, the undersigned authority, personally appeared John Contrevo, James Taddei, and Edward Esposito, who I am satisfied are the people named in and who executed the foregoing Certificate, and I, having fully made known to them the contents thereof they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

Sworn to and subscribed
before me this 19th day
of February, 2003.



 JANICE R. GADDIS Notary Public
 NOTARY PUBLIC OF NEW JERSEY
 My Commission Expires Dec. 5, 2005