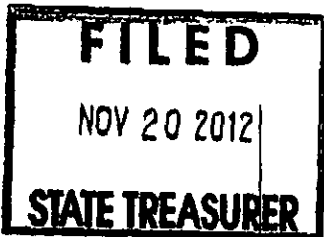


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**CERTIFICATE OF INCORPORATION  
OF  
GLASSBORO PARTNERS, INC.  
A New Jersey Non-Profit Corporation**

The undersigned natural person of age eighteen (18) or older; for the purpose of forming a non-profit organization pursuant to the provisions of the New Jersey Non-Profit Corporation Act, executes the following Certificate of Incorporation:

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**ARTICLE I. NAME**

1.01 The name of the Corporation is Glassboro Partners, Inc., a New Jersey Non-Profit Corporation.

**ARTICLE II. PURPOSES**

2.01 The Corporation is organized to operate exclusively for the charitable purpose of lessening the burdens of government within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III. POWERS**

3.01 The Corporation shall have, without limitation by the specification thereof, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes of the Corporation mentioned in Article II hereof; to undertake, either alone or in conjunction or cooperation with others, any lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable or desirable for the furtherance of any or all of the purposes for which the Corporation is organized and to aid or assist other organizations, the activities of which are such as to further any of such purposes.

**ARTICLE IV. MEMBERS**

4.01 The Corporation will have members, and the qualifications for membership will be

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set forth in the By-Laws of the Corporation.

#### **ARTICLE V. PROSCRIBED ACTIVITIES**

5.01 The Corporation is non-profit and no part of the Corporation's income is distributable to its Trustees, Directors or Officers, and the Corporation shall not have or issue shares of stock or pay dividends.

5.02 The Corporation is organized and, notwithstanding any other provisions of this Certificate of Incorporation, shall be operated exclusively for the charitable purpose of lessening the burdens of government within the meaning of Section 501 (c)(3) of the Internal Revenue Code, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

5.03 In no event shall any part of the net earnings of the Corporation inure to the benefit of, or be distributable to, its Directors or officers or to 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 II hereof.

5.04 No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

5.05 Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, and

the regulations thereunder, as the same now exist or may hereafter be amended from time to time.

5.06 If the Corporation shall be or become a private foundation as such term is defined by Section 509, then the Corporation shall be required to distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d)), from retaining any excess business holdings (as defined in Section 4941(d)), from making any investments in such manner as to subject the Corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d)). The statutory references in this Paragraph 6 are to the Internal Revenue Code, and the regulations thereunder, as the same now exist an may hereafter be amended from time to time.

#### **ARTICLE VI. REGISTERED OFFICE AND AGENT**

6.01 The address of the Corporation's initial registered office and agent are: M. James Maley, Jr., 931 Haddon Avenue, Collingswood, New Jersey 08108.

#### **ARTICLE VII. TRUSTEES**

7.01 The number of Trustees constituting the first Board is four (4). The names and addresses of the Trustees of the First Board are:

Joseph A. Brigandi, Jr.  
1 South Main Street  
Glassboro, New Jersey 08028

Dante Germano  
One Brunswick Circle  
Suite 200  
Lawrenceville, New Jersey 08648

Tom Fore  
381 Egg Harbor Road  
Suite 2  
Sewell, New Jersey 08080

John Price  
134 Maple Leaf Court  
Glassboro, New Jersey 08028

7.02 The number of Trustees of all future boards shall be not less than three (3) or more than nine (9). The number and method of electing the Trustees will be set forth in the By-Laws.

#### **ARTICLE VIII. INDEMNIFICATION OF CORPORATE AGENTS**

8.01 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 Non-Profit Corporation Act, and to the full extent otherwise permitted by law.

#### **ARTICLE IX. INCORPORATOR**

9.01 The name and address of the Incorporator is M. James Maley, Jr., Esq., 931 Haddon Avenue, Collingswood, NJ 08108.

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

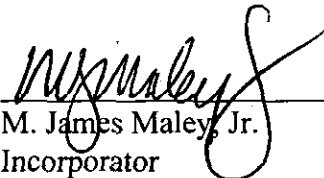
10.01 No Trustee, member, or officer of the Corporation will as such receive or become entitled to receive at any time any part of the net earnings or other net income of the Corporation, nor will any part of the net earnings of the Corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, nor will the Corporation carry on propaganda or otherwise attempt to influence legislation, nor will the Corporation participate or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE XI. METHOD OF DISTRIBUTION OF ASSETS ON DISSOLUTION**

11.01 On Dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Trustee, member, or officer of the Corporation, but the remaining assets will be distributed as the By-Laws may direct in accordance with law. However, in any event, the remaining assets must be distributed to another organization exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code, or to the United States, or to a state or local government.

**ARTICLE XII. DURATION OF THE CORPORATION**

12.01 The duration of this Corporation is perpetual.

  
M. James Maley, Jr.  
Incorporator

**STATE OF NEW JERSEY :**

**SS**

**COUNTY OF CAMDEN**

I, Karen J. Krajewski, a Notary Public, certify that on the 16th day of November, 2012, personally appeared before me M. James Maley, Jr., who declared, after being first duly sworn, that he is an Incorporator of the Corporation, that he executed the foregoing document in a capacity for the purpose there and set forth, and that the statements contained in that document are true.

**IN WITNESS THEREOF**, the Incorporator hereof, I have signed and set my seal below on the 16th day of November, 2012.

  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires \_\_\_\_\_

**KAREN J. KRAJEWSKI  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
MY COMMISSION EXPIRES SEPT. 1, 2015**