

CERTIFICATE OF INCORPORATION

OF

THE MARTINSVILLE COMMUNITY CENTER, INC. A New Jersey Nonprofit Corporation

The undersigned individual, being at least 18 years of age and acting for the purpose of forming a nonprofit corporation pursuant to the provisions of Title 15A of the Laws of the State of New Jersey, known as the New Jersey Nonprofit Corporation Act, does hereby execute the following Articles:

FIRST: The name of the Corporation is
THE MARTINSVILLE COMMUNITY CENTER, INC.
(hereinafter referred to as “the Corporation”).

SECOND: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3). Specifically the Corporation’s purpose and objective shall be to improve the quality of community life by creating and maintaining an intergenerational and cross cultural center that provides social, health, recreational, educational and creative arts opportunities for all.

THIRD: The Corporation shall have members, the qualifications and classes thereof, including relative rights and limitations shall be as set forth in the By-Laws.

FOURTH: The method of electing Trustees and officers shall be as set forth in the By-Laws.

FIFTH: 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 approved reasonable compensation for services rendered and to make approved payments and reimbursement for reasonable and necessary expenses incurred in conducting the Corporation’s affairs and in carrying out its exempt purposes as set forth in the SECOND Article above.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), nor shall the corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

SIXTH: All rights of ownership with respect to any real estate or real property rights now or hereafter acquired by the Corporation shall be exercised from time to time by duly elected Trustees of the Corporation. Transactions with respect to corporate realty shall be undertaken by majority vote of the full membership of the Trustees, provided however, that no sale, conveyance, mortgage, lien, encumbrance or other transaction which impairs or adversely affects title to the corporate realty, shall be valid and effective unless, and until, each and every one of the following conditions have been complied with:

[1] The Trustees shall adopt, by majority vote of its full membership, a Resolution describing the action to be undertaken and setting forth a statement of why the contemplated action is consistent with the purposes and objectives of the Corporation. The Trustees shall present said resolution to the Governing Board as defined in the By-Laws for approval by majority vote;

[2] If approved by the Governing Board, said Board shall forward a copy of said Resolution by electronic-mail or regular mail to all members of the Corporation, together with notice of the time and place of a Special Meeting of Members, in order to consider and act upon said Resolution, not less than thirty (30) days from the date of transmission of said notice to the Membership;

[3] At least twenty (20) days prior to the scheduled date of the Special Meeting of Members, additional notice shall be given by the Governing Board in the following manner:

(a) A copy of said Resolution shall be mailed to all Official Newspapers then recognized by the Township of Bridgewater;

(b) Copies of said Resolution shall be mailed to places of Worship within the general Martinsville area and other establishments that the Trustees in their discretion may consider effective for disseminating notice to residents within the general Martinsville area, including, but not limited to the following if still in existence: United Methodist Church, Blessed Sacrament Church, United Presbyterian Church, St. Martin's Episcopal Church, Holy Spirit Fellowship Church;

(c) Copies of said Resolution shall be posted for public view on at least ten public or commercial buildings within the general Martinsville business area;

[4] Said Resolution shall be ratified and approved at the Special Meeting of Members called for that purpose, by a vote of two-thirds of the voting membership of the Corporation in attendance at said Special Meeting. Upon ratification or approval of the Membership, as aforesaid, the Trustees may legally proceed with and consummate the subject real estate transaction. If the Resolution is not approved by both a majority vote of the Governing Board AND a vote of two-thirds of the voting membership, the Resolution shall be deemed rejected and the real estate transaction shall not be undertaken.

[5] The Secretary of the Corporation shall certify the action of the Membership.

SEVENTH: The Name of the Corporation's registered agent is James Glynn and the address of the registered agent's office is 1666 Valley View Road, Martinsville, NJ 08836.

EIGHTH: The first Governing Board shall consist of nine (9) members, identified as follows:

Thomas Belardo

Vicki Charles

Fred Cooke

James Glynn

Paul Lenox

Keith Meikle

Lou Pizzigoni, III

Jeff Regan

Christine Henderson Rose

NINTH: The name and address of the incorporator is:

Lou Pizzigoni, III

TENTH: The duration of the Corporation shall be indefinite.

ELEVENTH: Upon dissolution, liquidation, termination or winding up of the affairs of the Corporation, whether voluntarily, involuntarily or by operation of law, the

Corporation's property and assets, after paying or making provision for the payment of all the liabilities of the Corporation, shall be distributed to one or more organizations which at such time (a) are organized and operated exclusively for charitable, education or scientific purposes and (b) qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code. Any property and assets not so disposed of shall be distributed by any court of the State of New Jersey having jurisdiction to a charitable organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the Corporation was organized and which qualifies as an exempt organization under Section 501(c)(3) of the Code. In no event will any part of the Corporation's property or assets be distributed to any Trustee or Officer of the Corporation or to any other individual.

TWELFTH: No trustee or officer shall 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. The Corporation shall have the authority to indemnify every corporate agent to the full extent permitted by New Jersey law, N.J.S.A. 15A:3-4, or the corresponding section of any subsequent state law.

THIRTEENTH: These Articles of Incorporation shall be effective as the Certificate of Incorporation of the Corporation upon filing.

IN WITNESS WHEREOF, the undersigned incorporator has signed this Certificate of Incorporation this 21st day of February, 2009.

Lou Pizzigoni, III, Incorporator