

FILED

CERTIFICATE OF INCORPORATION

MAR 11 1994

OF

CHATHAM EDUCATION FOUNDATION

LONNA R. HOOKS
Secretary of State

A NEW JERSEY NOT-FOR-PROFIT CORPORATION

The undersigned, being the sole incorporator, in order to form a corporation pursuant to the provisions of New Jersey Not-For-Profit Corporation Act, Title 15A of the New Jersey Statutes Annotated, does hereby certify:

ARTICLE I

NAME

The name of the Corporation is CHATHAM EDUCATION FOUNDATION, A New Jersey Not-for-Profit Corporation, hereinafter called the "Foundation".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Foundation shall be located at 193 Noe Avenue, Chatham, New Jersey 07928.

ARTICLE III

REGISTERED AGENT

The name of the initial registered agent is Steven Smith, whose address is 193 Noe Avenue, Chatham, New Jersey 07928.

ARTICLE IV

PURPOSE AND POWERS OF THE FOUNDATION

The purposes and powers of the foundation are as follows:

1. The Foundation is organized exclusively for charitable,

religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or a corresponding section of any future federal tax Code.

2. The Foundation is further organized specifically for the purpose of providing grants to the primary and secondary schools operated by the school district of the Chathams, to further its educational activities.

3. The Foundation does not contemplate pecuniary gain or profit, and the purpose for which it is formed is to provide for charitable grants and gifts from the Foundation's assets, as determined by the Trustees of the Foundation. The Foundation shall make distributions at time and in a manner as not to subject it to tax under Section 4942 of the Code, and shall not engage in any act of self-dealing as defined in Section 4941 of the Code, and shall not retain any excess business holdings as defined in Section 4943 of the Code, and shall not make any investments as defined in Section 4946 of the Code, and shall not make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

4. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No

substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

MEMBERSHIP

The Foundation shall have no members.

ARTICLE VI

BOARD OF TRUSTEES

The affairs of the Foundation shall be managed by a Board of Trustees. The initial Board of Trustees shall be composed of three (3) Trustees. The Trustees shall be selected as set forth in the By-Laws. The number of Trustees may be changed pursuant to the By-Laws of the Foundation but shall not be less than three (3) . The names and addresses of the persons who are to act in the capacity of Trustees until the selection of their successors are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Steven Smith	193 Noe Avenue Chatham, New Jersey 07928
2.	Francis Preston	7 Carmine Street Chatham, New Jersey 07928
3.	Nancy McDaniel	25 Hickory Place Chatham, New Jersey 07928

The Trustees shall not be personally liable to the Foundation for damages for breach of any duty owed to the Foundation, except that such provisions shall not relieve a Trustee 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 Foundation; (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 VII

The name of the incorporator is Steven Smith, whose address is 193 Noe Avenue, Chatham, New Jersey.

ARTICLE VIII

DURATION AND DISTRIBUTION OF ASSETS

The Foundation shall exist perpetually. Upon the dissolution of the Foundation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX

AMENDMENTS

Any amendment, change or alteration of this Certificate of Incorporation shall be made in accordance with N.J.S.A. 15A:9-1 et. seq. as the same may hereinafter be amended.

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed this Certificate of Incorporation on this day of *March 1*, 1994.

Signed, sealed and Delivered
in the presence of

Sondra Beck

SONDRA R. BECK
Notary Public, State of New York
No. 24-4793573
Qualified in Kings County
Certificate filed in New York County
Term Expires January 31, 1996

Steven Smith

STEVEN SMITH