

CERTIFICATE OF INCORPORATION

DEC 20 1995

LONNA R. HOOKS
Secretary of State

This is to certify that, there is hereby organized a corporation under and by virtue of the New Jersey Nonprofit Corporation Act.

1. Name of Corporation: Kiwanis Club of Montville, Inc.
2. Registered Agent: Joseph E. Deming, Esq.
3. Registered Office: Edgewater Commons, Bldg. II
(Street & Mailing Address) 81 Two Bridges Road
Fairfield, New Jersey 07004
4. Purposes for which this corporation is organized are as follows:

This corporation is organized exclusively for the following purposes:

- a) Charitable endeavors within the area of Montville, Morris County, Northern New Jersey, or through the Kiwanis International Organization.
- b) Subsidy of educational efforts, including scholarships, grants, and ancillary services, open to all persons applying for same.
- c) To promote the public safety of local citizens by performing community services such as road cleanup, rehabilitation of recreational facilities, and/or establishment of child recreation, safety education, and training.
- d) Fostering amateur sports competition through participation and/or subsidization of youth sports activity.
- e) The prevention of cruelty to children through participation with police, safety, and/or educational programs designed to further same.

The organization is intent upon compliance within the meaning of section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt under said section, or the corresponding section of any future federal tax code. At all times, funding for the organization shall arise from broad based public support of the general citizenry, and not from a small group with significant control over the organization.

5. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6. 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 Fourth hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

7. A trustee or officer 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 nothing contained herein shall relieve a trustee or officer from liability for any breach of duty based on an act or omission: (a) in breach of such person's duty of loyalty to the corporation or its shareholders; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

8. Upon dissolution, the Corporation shall distribute its assets, after first making provision for the payment of liabilities, to members on the same basis as the respective proportionate responsibility for common expenses is determined.

9. This certificate shall not be amended without the assent of sixty-seven percent (67%) of the corporation's members.

10. The corporation shall have members. If this corporation has members, the qualifications, rights and limitations of any member or classes of members will be set forth in the bylaws.

11. The methods of electing trustees and of distribution of assets upon dissolution will be as set forth in the bylaws.

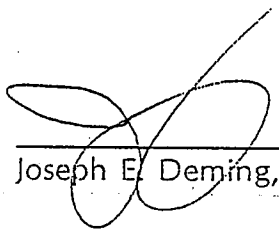
12. The first Board of Trustees shall consist of five (5) Trustees.

<u>Name</u>	<u>Address</u>
1. Michael King	1-A Schneider Lane, Montville, NJ 07045
2. Gerard Hug	13 Cheryl Road, Pine Brook, NJ 07058
3. Timothy Nelligan	27 Hewlett Road, Towaco, NJ 07082
4. Carl Kieber	4 Hillcrest Avenue, Towaco, NJ 07082
5. James Vreeland	83 Old Lane, Towaco, NJ 07082

13. Name and Address of each Incorporator (minimum of one) is:

<u>Name</u>	<u>Address</u>
Joseph E. Deming, Esq.	81 Two Bridges Road, Fairfield, NJ 07004

IN WITNESS WHEREOF, each individual Incorporator, being over eighteen years of age has signed this Certificate, or if the Incorporator be a corporation, has caused this Certificate to be signed by its duly authorized officers, this 13th day of December 1995.



Joseph E. Deming, Esq.

