

DVRPC Foundation for New Jersey, Inc.
CERTIFICATE OF INCORPORATION

FILED

APR 30 2018

STATE TREASURER

DVRPC Foundation for New Jersey, Inc., a corporation formed pursuant to the provisions of the New Jersey Non-profit Corporation Act, pursuant to N.J.S.A. 15A:1-1 et seq., hereby establishes this Certificate of Incorporation and affirms its charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as set forth herein.

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The Corporation hereby certifies the following:

ARTICLE I. NAME

1. The name of the Corporation is DVRPC Foundation for New Jersey, Inc.

ARTICLE II. PURPOSES

2. The Corporation is organized for the following purposes:
 - (a) Charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as a supporting organization to the Delaware Valley Regional Planning Commission ("DVRPC"), an existing tax-exempt organization. The Corporation will: (a) advance policies and programs in the four (4) counties of New Jersey within the DVRPC region (Burlington, Camden, Gloucester and Mercer counties) that promote livability, sustainability, resiliency, efficiency and a healthy economy; and (b) solicit governmental and private funding to address these specific issues.
 - (b) To perform any and all other services and to have and to exercise all other powers permissible under the laws of the State of New Jersey as the same may be necessary or convenient to effect any part of the purpose for which the Corporation is organized.
 - (c) The Corporation 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, or to any municipal entity created pursuant to the laws of the state of New Jersey, as permitted by law (or corresponding section of any future Federal tax code).

ARTICLE 3. MEMBERS

3. The Corporation shall have members. The initial number of the members of the Corporation shall be five (5).

ARTICLE 4. REGISTERED OFFICE AND AGENT; BUSINESS OFFICE

4. The address of the Corporation's initial registered office is 325 New Albany Road, Moorestown, New Jersey 08057, and the name of the initial registered agent at that address shall be Thomas J. Coleman, III, Esquire. The principal business office of the Corporation shall be located at 190 N. Independence Mall West, 8th Floor, Philadelphia, Pennsylvania 19106-1520.

ARTICLE 5. TRUSTEE DIRECTORS

5. The number of trustees constituting the first board is five (5). The names and addresses of the trustees of the first board are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|---|
| Mark Remsa, Director of Economic Development and Regional Planning | 1900 Briggs Road Mt. Laurel, New Jersey 08054 |
| Andrew Levecchia, Director of Planning | 2311 Egg Harbor Road Lindenwold, New Jersey 08021 |
| Theresa Ziegler, Gloucester County Planning Department | 1200 North Delsea Drive Clayton, New Jersey 08312 |
| Leslie Floyd, Director Mercer County Planning Department | 640 S. Broad Street P.O. Box 8068 Trenton, New Jersey 08650 |
| Barry Seymour, Executive Director Delaware Valley Regional Planning Commission | 190 N. Independence Mall West Philadelphia, PA 19106 |

**ARTICLE 6. LIMITATION OF LIABILITY
OF TRUSTEE DIRECTORS AND OFFICERS**

6. No trustee or officer shall be personally liable to the Corporation or its members for breach of any duty owed to the Corporation or its members.

ARTICLE 7. INDEMNIFICATION OF CORPORATE AGENTS

7. The Corporation shall indemnify every corporate agent as defined herein and to the fullest extent permitted by Section 15A:3-4 of the New Jersey Non-profit Corporation Act, and to the fullest extent otherwise permitted by law.

ARTICLE 8. INCORPORATOR

8. The name and address of the incorporator is as follows:

NAME

ADDRESS

Thomas J. Coleman, III, Esquire
Raymond Coleman & Heinold, LLP

325 New Albany Road
Moorestown, New Jersey 08057

**ARTICLE 9. LIMITATION ON COMPENSATION
FOR TRUSTEE DIRECTORS, MEMBERS AND OFFICERS**

9.01. 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.

9.02 Notwithstanding any other provision of this certificate, 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 the Internal Revenue Code (or corresponding section of any future Federal tax code).

**ARTICLE 10. DISTRIBUTION OF INCOME
AND LIMITATIONS ON FINANCIAL DEALINGS**

Annual Distribution of Income

10.01 The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provision of any subsequent future Federal tax code.

Self-Dealing

10.02 The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent future Federal tax code.

Excess Business Holdings

10.03 The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provision of any subsequent future Federal tax code.

Taxable Investments

10.04 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provision of any subsequent future Federal tax code.

Taxable Expenditures

10.05 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provision of any subsequent future Federal tax code.

**ARTICLE 11. METHOD OF DISTRIBUTION OF
ASSETS ON DISSOLUTION**

11. 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. The remaining assets will be distributed to the DVRPC as a governmental unit as described in 26 U.S. Code Section 170(c)(1) to continue the work of the DVRPC. If the DVRPC is unable to continue the work or accept the funds, the remaining assets will be distributed to one of more exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future Federal tax code, or shall be distributed to federal government, or to a state or local government, for a public purpose.

Any such assets not so distributed shall be distributed by the Superior Court of the State of New Jersey in the county in which the registered office is 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.

ARTICLE 12. DURATION OF CORPORATION

12. The duration of this Corporation is perpetual.

ARTICLE 13. EFFECTIVE DATE

13. The effective date of this certificate of incorporation shall be the date of its filing in the Office of the Treasurer of the State of New Jersey.

IN WITNESS WHEREOF, the undersigned, as the incorporator of the Corporation named above has signed this Certificate of Incorporation on this 27th day of April, 2018.



Thomas J. Coleman, III, Esquire

ACKNOWLEDGEMENT

STATE OF NEW JERSEY :
:
COUNTY OF BURLINGTON:

I certify that on April 27, 2018, THOMAS J. COLEMAN, III, an Attorney-at-Law of the State of New Jersey, personally appeared before me who declared, after being first duly sworn, that he is an incorporator of the corporation, that he executed the foregoing document in that capacity and for the purposes therein set forth, and that the statements contained in that document are true.

IN WITNESS WHEREOF, I have signed and set my seal below on this 27th day of April, 2018.



NOTARY PUBLIC

WENDY E. CRUISE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 12/15/2020

