

CERTIFICATE OF INCORPORATION
OF
ROOSEVELT ARTS PROJECT, INC.

FILED

OCT 7 1987

JANE BURGIO
Secretary of State

The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the New Jersey Nonprofit Corporation Act, does hereby certify:

FIRST: The name of the corporation is the Roosevelt Arts Project, Inc.

SECOND: The purposes for which the corporation is organized are:

(1) To present in a charitable and non-profit manner artistic, cultural, and educational programs and activities to the public in the Borough of Roosevelt, County of Monmouth and elsewhere.

(2) To support in a charitable or non-profit manner the activities of creative artists, performers, and scholars in the Roosevelt community and to encourage their activities within Roosevelt and elsewhere.

(3) To encourage interaction between artists, between artists and the public, and to increase the level of cultural awareness, education and involvement within the Roosevelt community as a whole.

(4) To improve in a charitable and non-profit manner the availability and quality of physical facilities and spaces for creative and performing arts in the Roosevelt community.

(5) To develop and support, within the limits of Section 501(c)(3) of the Internal Revenue Code, or any corresponding subsequent provisions of Federal tax laws, other measures to further the performing arts, and educational and scholarly activities relating to the arts, in Roosevelt and elsewhere.

(6) To undertake any other actions necessary and proper to accomplish the above, within or without the Borough of Roosevelt, so long as such activities are consistent with status as a charitable and educational organization pursuant to Section 501(c)(3) of the Internal Revenue Code.

The corporation shall be operated and organized as an charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and all its activities and purposes set forth above shall be conducted in a manner consistent with the said Section.

THIRD: There shall be no members of the corporation.

FOURTH: The address of the corporation's initial registered office is 15 Pine Drive, Roosevelt, New Jersey 08555, and the name of the corporation's initial registered agent at such address is Alan Mallach.

FIFTH: The method of electing trustees shall be as set forth in the By-laws of the corporation.

SIXTH: 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 Nonprofit Corporation Act, and to the full extent otherwise permitted by law.

SEVENTH: The number of trustees constituting the first board is three, and the names and residence addresses of the persons who are to serve as such trustees are:

Jacob Landau	- 2 Pine Drive Roosevelt, NJ 08555
David Brahinsky.	- 1 Clarksburg Road Roosevelt, NJ 08555
Alan Mallach	- 15 Pine Drive Roosevelt, NJ 08555

The By-Laws shall provide the number (not less than three) of trustees other than the first board.

EIGHTH: The name and address of the incorporator is Peter A. Buchsbaum, R.D. #1, Box 593, Stockton, New Jersey 08559.

NINTH: No trustee, member, or officer of the corporation shall 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 shall 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 shall the corporation carry on propaganda or otherwise attempt to influence legislation, except as may be permitted by Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, nor shall the corporation participate or intervene in any political campaign on behalf of any candidate for public office.

TENTH: (1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to

become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954; or corresponding provisions of any subsequent Federal tax laws.

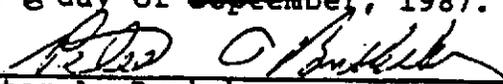
(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: Upon 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 they shall be distributed as the By-laws may direct in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code or to the United States, a State or a local government.

IN WITNESS WHEREOF, the undersigned has executed the
Certificate of Incorporation this ^{October} 6 day of ~~September~~, 1987.



Peter A. Buchsbaum