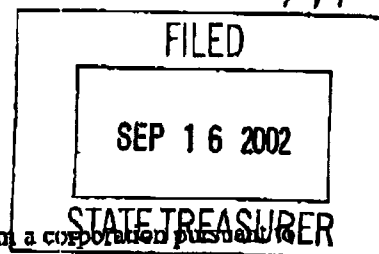


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CERTIFICATE OF INCORPORATION
OF
FM PREGNANCY CENTERS, INC.



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 FM Pregnancy Centers, Inc.

SECOND: This corporation is organized and operated exclusively for charitable and educational purposes within, the meaning of Section 501(c)(3) of the Internal Revenue Code. More specifically, the purposes for which the corporation is organized are:

1. To provide services and/or counseling for Families in crisis involving unplanned pregnancy.
2. To maintain records of available resources and to provide referrals to those resources for families seeking assistance in regard to preborn children, childcare and career development skills, and other services as appropriate.
3. To conduct seminars, programs and other educational activities for families dealing with unplanned pregnancies.
4. To provide other services related to family care as appropriate.

THIRD: The corporation shall have members. The qualifications and rights of said members shall be set forth in the bylaws of the corporation.

FOURTH: The method of electing trustees shall be as set forth in the bylaws of the corporation.

FIFTH: The address of the corporation's initial registered office is 59 Newman Springs Road, Shrewsbury, New Jersey, 07702, and the name of the corporation's initial registered agent at such address is Santo A. Arena.

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

Santo A. Arena	175 Stillwell Road, Holmdel, New Jersey 07733
Joseph D. Hammer	8 Cinnamon Court, Holmdel, New Jersey 07733
Joseph J. Cortese	15 Howland Road, Middletown, New Jersey 07748

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

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SEVENTH: The name and address of the incorporator is Paul V. Orecchia, Esq., One Broad Street, Freehold, NJ 07728.

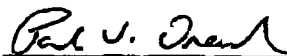
EIGHTH: Upon dissolution of the corporation, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member, or officer of the corporation but shall be distributed as the bylaws may direct in accordance with the law, provided, however, that the distribution must 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, or a state or local government, for a public purpose.

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 reimbursement for expenses incurred in conducting its affairs and carrying out its purposes; nor shall a substantial part of the activities of the corporation be carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, 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 (b) by a corporation contributions, to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

TENTH: The corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Sections 15A:2-8, and 15A:3-4 of the New Jersey Nonprofit Corporation Act and to the full extent otherwise permitted by law.

IN WITNESS WHEREOF, each individual incorporator being over eighteen years of age, has signed this certificate, or if the incorporator is a corporation, has caused this certificate to be signed by its duly authorized officers this Monday, September 16, 2002.



PAUL V. ORECCHIA, ESQ.
One Broad Street, Freehold, New Jersey, 07728

BY-LAWS
OF
FM PREGNANCY CENTERS, INC.

ARTICLE I

Name and Incorporation

Section 1. Name. The name of the corporation is FM PREGNANCY CENTERS, INC. It is hereafter referred to as "the Corporation."

Section 2. Purposes. The Corporation shall be a non-profit corporation organized under the laws of the State of New Jersey and its purposes are exclusively charitable and educational as set forth in the Certificate of Incorporation.

Section 3. Location. The principal offices of the Corporation shall be in, the Township of Shrewsbury, County of Monmouth, State of New Jersey, at such location as the Trustees may from time to time determine.

ARTICLE II

Members

Section 1. Membership Corporation. The Corporation shall consist of classes of members as established from time to time by the Trustees. Trustees shall be the sole voting members and have all powers and duties for the conduct of the activities of the Corporation.

Section 2. Definition of Membership Classes. The Corporation shall consist of two classes of members, including Trustees who shall be voting members and Volunteers who shall be non-voting members.

ARTICLE III

Board of Trustees

Section 1. Number. The Board of Trustees shall consist of not less than three (3) nor more than twelve (12) persons.

Section 2. Powers. The Board of Trustees shall have all powers and authority necessary for the management of the business, property, and affairs of the Corporation, to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Trustees shall employ such persons as deemed necessary for successful operation of the agency. The Board shall set policies for the agency and delegate implementation of policy to the Director. The Board shall vote on the annual Corporate Budget as recommended by the Finance Committee. The Board of Trustees may delegate, as necessary from time to time, responsibility for such affairs, business, and property to its Officers or Trustees.

Section 3. Election. The initial Trustees are set forth in the Certificate of Incorporation. All successor Trustees shall be chosen annually at the annual meeting of the Trustees, and shall serve for staggered terms of three (3) years each and until their successors are elected and qualified. The Trustees will be grouped into three (3) classes, with each class randomly assigned and initial term of one (1), two (2), or three (3) years. Subsequently, Trustees will serve three (3) year terms as elected.

Section 4. Resignation and Removal. A Trustee may resign by submitting his or her resignation, in writing, to the President of the Board of Trustees. A Trustee who fails to attend three consecutive Board meetings without notifying the President or Director shall be considered to have resigned. A Trustee may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the entire Board of Trustees. A Trustee whose removal is to be considered shall receive at least two (2) weeks notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 5. Vacancies. Vacancies in the Trustees shall be filled by appointment by the President of the Board based on the recommendation of the Nominating Committee. Trustees thus appointed shall serve for the remainder of the vacated term.

Section 6. Annual Meeting and Regular Meetings. A regular meeting of the Board for the election of Trustees and Officers and such other business as may come before the meeting shall be held in September of each year upon not less than thirty days written notice of the time, place, and purposes of the meeting at the principal office of the corporation, or such other time and place as shall be specified in the notice of the meeting. The Board may provide for additional regular meetings, which may be held without notice by resolution adopted at any meeting of the Board.

Section 7. Special Meetings of the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any three (3) of the Trustees. Such meetings shall be held upon not less than two (2) days notice given personally or by telephone, telegraph, e-mail or facsimile, or upon not less than four (4) days notice given by depositing notice in the United States mails, postage prepaid. Such notices shall specify the time and place of the meeting.

Section 8. Waivers of Notice of Board Meetings: Adjournments. Notice of a meeting need not be given to any Trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Trustee of such meeting. Neither the business to be transacted at nor the purpose of any meeting of the Board need not be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of the adjournment does not exceed ten (10) days in any one adjournment.

Section 9. Action Without Meeting. The Board or a committee of the Board may act without a meeting if, prior to or subsequent to such action, each Trustee or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

Section 10. Meeting by Telephone. The Board or a committee of the Board may participate in a meeting of the Board or such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to communicate with each other.

Section 11. Quorum. A simple majority of the Trustees shall constitute a quorum of the Board for the transaction of business. The act of the majority of the Trustees at a meeting at which a quorum is present shall be the act of the Board (except that the act of a majority of the entire Board shall be required with respect to any amendment to these by-laws or the Certificate of Incorporation).

ARTICLE IV

Officers

Section 1. Titles/Qualifications. The Officers of the Corporation shall include a President, Vice President, Secretary, and Treasurer and such officers whose positions shall be created from time to time by the Board of Trustees to perform such duties as may be prescribed by the Board of Trustees. Any two (2) or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or these by-laws to be executed, acknowledged, or verified by two (2) or more Officers.

Section 2. Election. The Officers shall be elected by the Trustees at the annual meeting of the Trustees and shall serve for a term of one (1) year and until their successors are elected and qualified.

Section 3. Consecutive Terms. An Officer may serve no more than two (2) consecutive terms. An Officer appointed to fill a vacancy where the vacated term has less than six (6) months remaining may serve two (2) additional terms.

Section 4. Duties. The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

- (a) The President shall be chief volunteer officer of the Corporation, shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other Officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. The President shall have the general powers and duties of management usually vested in the office of president of a corporation. The President may delegate from time to time to any other Officer, any or all of such duties and authority.
- (b) The Vice President shall have such duties and possesses such authority as may be delegated to the Vice President by the President.
- (c) The Treasurer shall have the custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.
- (d) The Secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall perform such other duties and shall possess such powers as are incident to the office or as shall be assigned by the President or the Board.

Section 5. Resignation and Removal. An Officer may resign by submitting his or her resignation in writing to the President of the Board of Trustees. An Officer may be removed with or without cause by the affirmative vote of two-thirds of the entire Board of Trustees. An Officer whose removal is to be considered shall receive at least two weeks notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 6. Vacancies. Vacancies in the Officers shall be filled by appointment by the President of the Board based on the recommendations of the Nominating Committee. Vacancy in the office of the President shall be filled by the Vice President. Officers thus appointed shall serve for the remainder of the vacated term.

ARTICLE V

Committees of the Board of Trustees

Section 1. General Provisions. There shall be six standing committees of the Board of Trustees: Executive Committee, Finance Committee, Personnel Committee, Strategic Planning Committee, Fundraising Committee and Nominating Committee. In addition to the provisions for standing committees, the Board of Trustees, by resolution approved by a majority of the entire Board, may appoint among the Trustees one or more committees, of one or more members (which may include persons who are not Trustees, provided that at least one member of each committee shall be a Trustee and that any act of any committee which has members which are not Trustees shall be advisory, shall not bind the Board or the Corporation, and shall be subject to Board approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no committee shall:

- (a) make, alter, or repeal any by-law of the Corporation;
- (b) elect or appoint any Officer or Trustee, or remove any Officer or Trustee; or
- (c) amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may:

- (a) fill any vacancy in such committee;
- (b) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- (c) abolish any such committee at its pleasure; or
- (d) remove any members of such committee at any time, with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairperson unless the resolution of the Board establishing such committee designates the chairperson, in which case, in the event of a vacancy in the chairperson, the Board shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

Section 2. Executive Committee. The Executive Committee shall comprise of those members of the Board of Trustees who are Officers of the Corporation and the immediate past President. The President of the Board shall serve as the chair of the Executive Committee. The Executive Committee shall meet as needed. The Executive Committee is empowered to direct and coordinate the internal planning of the Corporation; review the corporate budget as recommended by the Finance Committee; evaluate, at least annually, the performance of the chief operating officer of the Corporation; and to execute other responsibilities delegated by the Board of Trustees. Any action taken by the Executive Committee shall be reported to the Board of Trustees in writing within fourteen days for discussion at its next scheduled meeting.

Section 3. Finance Committee. The Treasurer shall appoint annually at least two other persons, including at least one other member of the Board of Trustees, to serve as the Finance Committee. The Treasurer or his designee shall serve as Chair of the Finance Committee. The Finance Committee shall meet at least quarterly. The Finance Committee is empowered to develop for the approval of the Board the annual corporate budget with the assistance of the Finance Administrator and Director; review all contracts for approval by the Board of Trustees; monitor sources of funds, expenditures, and other financial matters; to advise the Board on investment policy; to review and present to the Board the annual audit report of independent public accountants; and to execute other responsibilities delegated by the Board of Trustees.

Section 4. Personnel Committee. The Personnel Committee shall set up an employee salary guide in consultation with the employed Director and recommend any salary increases for inclusion in the Budget for Board approval. The Personnel Committee shall review annually the Employee Policy Manual and employee benefit program. The Personnel Committee shall review the Director's job description and recommend any changes. It shall recommend qualifications for the selection of Director and interview candidates for Board action. It shall conduct grievance hearings in accord with the grievance procedures of the agency.

Section 5. Strategic Planning Committee. The Strategic Planning Committee shall recommend to the Board the mission and future activities of the agency. It shall survey the unmet needs of families in Monmouth County and plan, often in cooperation with other concerned groups, for meeting those needs.

Section 6. Nominating Committee. The President shall, with the advice and consent of the Board, appoint a Nominating Committee of one or more Trustees (which may include persons who are not Trustees, provided that at least one member of the Nominating Committee shall be a Trustee) which shall recommend to the Board the names of persons to be submitted for election as Trustees and Officers. The Trustees and Officers shall be elected by the Board. The Nominating Committee shall recommend nominees for appointment to fill vacancies in the Officers or the Board of Trustees.

Section 7. Fundraising Committee. The Fundraising Committee shall recommend to the Board a fund raising plan/schedule, along with future activities of the agency. It shall be responsible for keeping in contact with past donors and developing new donors.

ARTICLE VI

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year from September 1 to August 31.

ARTICLE VII

Amendment to By-laws

Section 1. These by-laws may be altered, amended, or repealed by the Board. Written notice of any such by-law change to be voted upon by the Board shall be given not less than ten (10) days prior to the meeting at which such change shall be proposed.

ARTICLE VIII

Conflicts of Interest

Section 1. No contract or other transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial personal, professional, political, or financial interest, shall be approved by a vote of the Board, or any committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless the material facts as to such Trustee's or Officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Trustee or Officer even though the disinterested Trustees are less than a quorum.

ARTICLE IX

Additional Provisions

Section 1. Dissolution. 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 shall be distributed 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, or a state or local government, for a public purpose.

Section 2. Indemnification of Officers and Trustees. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Sections 15A: 2-8 and 15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law.

Section 3. Financial Instruments. All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such persons and in such manner as shall be determined by resolutions of the Board of Trustees.

Section 4. Surety Bond. The Board of Trustees shall require the Treasurer, and may, at its discretion, require any other Officer or any employee of the Corporation to give surety bond for the faithful performance of his or her duties in such form and in such sum and by such surety as the Board may determine. All such bonds shall be for the benefit of, and payable to, the Corporation. The premiums shall be paid by the Corporation.

Section 5. Compensation. Neither Trustees nor Officers shall receive any fee, salary, or remuneration of any kind for their services in such capacities, provided, however, that Trustees may be reimbursed for reasonable expenses incurred with the approval of the Board upon presentation of vouchers.

Section 6. Force and Effect of By-laws. These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificates of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.