

**RUTGERS**  
School of Law | Newark

Community Law Clinic  
Rutgers, The State University of New Jersey  
Center for Law and Justice  
123 Washington Street  
Newark, NJ 07102

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May 23, 2012

Corporate Filings Unit  
Division of Revenue  
NJ Dept. of Treasury  
PO Box 308  
Trenton, NJ 08646

Dear Sir or Madam:

Enclosed is the Certificate of Incorporation for Neighbors-helping-Neighbors, Inc., along with the \$75 filing fee.

Sincerely,



Jeffery Young, Jr.  
*Clinical Law Student*

Cc: Robert Holmes, Esq, *Clinical Professor*

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J.4487671

DEPARTMENT OF TREASURY  
 Division of Revenue  
 Business Support Services, Commercial Recording  
 P.O. Box 308  
 Trenton, NJ 08646  
 Session Number: 2503002

Acknowledgement Printed: 05/31/2012

SHIP TO:

RUTGERS COMMUNITY LAW PROGRAM  
 123 WASHINGTON STREET  
 NEWARK, NJ 07102

Thank you for your recent work request. The following information summarizes all work requests processed and the associated fees.

If your work was rejected, it is imperative that you include this form or a copy when resubmitting corrected documents or if you are requesting a refund. This will assist us in verifying payment and the original date the work request was submitted. Call us at (609) 292-9292 if you have any questions regarding this notice.

- 1. Customer Number: 272379
- 2. Account Number:
- 3. Session Number: 2503002 , Session Date: 05/30/2012
- 4. User ID: 23
- 5. Comments On Work Request:
- 6. Received Date: 05/24/2012
- 7. Number of Rejected Jobs: 0

Method of Payment: Check  
 Check No: 103

Amount: \$75.00

**Job 1 :** **Job Completion Status: C CLOSED (JOB OR SESSION)**  
 Session Number: 2503002  
 Work Description: FORMNP CERT OF INC NON PROFIT AND AMENDMENT  
 Job Number: 4487671  
 Filing Number: 101022042  
 Processed Date: 31-MAY-12  
 Entity Name: NEIGHBORS-HELPING-NEIGHBORS US  
 Comments On Job:

FEE CODE	FEE DESCRIPTION	FEE	QTY	TOTAL
CERTN2	CERTIFICATE OF INC NON PROFIT	75.00	1	\$75.00
JOB TOTAL:				\$75.00

COMPLETED JOB TOTAL: \$75.00

OFFICIAL RECEIPT \*\*\* THIS IS NOT A BILL \*\*\*

\* Please retain a copy for your records to verify check and credit card billing.



CERTIFICATE OF INCORPORATION  
OF  
Neighbors-helping-Neighbors USA, INC.

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I, the undersigned, acting as the incorporator of a charitable corporation under the New Jersey Nonprofit Corporation Act, hereby adopt the following Certificate of Incorporation for such corporation:

**FIRST:** The name of the Corporation is Neighbors-helping-Neighbors USA, Inc. (the "Corporation").

**SECOND:** The Corporation is a nonprofit corporation organized and operated not for a pecuniary profit. The purpose(s) for which the Corporation is organized are:

1. To provide free career transition support and networking for people actively seeking employment.
2. To assist those seeking employment with free workshops on job search techniques, resume reviews, interviewing, and job coaching.
3. To foster a supportive, nurturing, and collaborative environment amongst those seeking employment and utilize a community-based approach to help under-employed and unemployed residents get back to work.
4. To engage in any other purpose for which nonprofit corporations may be organized in the State of New Jersey so long as these purposes and activities conducted do not disqualify the Corporation as a tax exempt organization pursuant to the Internal Revenue Code.

The Corporation is organized exclusively for charitable, educational, scientific, religious, and/or literary purposes as specified in Section 501(c)(3) of the Internal Revenue Code (the "Code") or the corresponding section of any future federal tax code, and to conduct activities that are charitable within the meaning the Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, and conducting any and all other activities as shall from time to time be found necessary, appropriate or proper in connection with or incidental to any of the foregoing and are lawful for a nonprofit corporation.

No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

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services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause 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.

**THIRD:** The Corporation shall have no members.

**FOURTH:** The method of electing directors shall be set forth in the bylaws of the Corporation.

**FIFTH:** The number of directors constituting the first Board of Directors is three (8) and the names and residences or other addresses where mail is regularly received by the persons who are to serve as such directors are:

1. John R. Fugazzie  
244 Berkeley Road  
River Edge, NJ 07661
2. Susan Debaun  
372 5th Avenue  
River Edge, NJ 07661
3. Jacque Weiss  
133 Godwin Avenue  
Ridgewood, NJ 07450
4. Doug Brooks  
443 Lakeview Drive  
Oradell, NJ 07649
5. Stewart Linder  
61 Lakewood Avenue  
Cedar Grove, New Jersey 07009
6. Nancy Leeman  
148 Myrtle Avenue  
Cedar Grove, NJ 07009
7. Maura McMahon DeNicola  
775 Comanche Lane,  
Franklin Lakes, NJ 07417
8. Cynthia Clark  
53 Stratford Court  
Washington Township, NJ 07676

The bylaws of the Corporation shall provide the number of not less than three (3) directors constituting the Board of Directors other than the initial Board of Directors.

**SIXTH:** The address and postal destination of the Corporation's initial registered office is 244 Berkeley Road, River Edge, NJ 07661 and the name of the registered agent at said registered office is John R. Fugazzie.

**SEVENTH:** Every current or former corporate agent and Director of the Corporation (as defined in N.J.S. 15:3-4) shall be entitled to indemnification to the full extent provided in the New Jersey Nonprofit Corporation Act as in effect from time to time. The Corporation may purchase insurance for indemnification.

**EIGHTH:** The Corporation shall have perpetual duration.

**NINTH:** This Certificate of Incorporation shall be effective upon its filing.

**TENTH:** The Corporation shall have all of the powers granted to nonprofit corporations by the laws of the State of New Jersey, as amended from time to time.

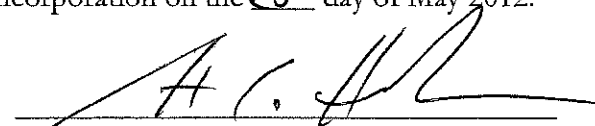
**ELEVENTH:**

(a) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they exist or as they have hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and Regulations as they now exist or as they may hereafter be amended.

(b) Upon the dissolution of the Corporation or the winding up of its affairs, the assets shall be distributed exclusively for charitable, religious, scientific, literary or educational purposes (as determined by the board of directors or as stipulated in the By-Laws), which would qualify under the provisions of Section 501(c)(3) of the Code.

**TWELFTH:** The name of the incorporator is Robert C. Holmes, c/o Community Law Clinic, Rutgers Law School-Newark, 123 Washington Street, Newark, New Jersey 07102.

**IN WITNESS WHEREOF:** I, the incorporator of the above-named Corporation, have signed this Certificate of Incorporation on the 23<sup>rd</sup> day of May 2012.

  
Robert C. Holmes, Esq.