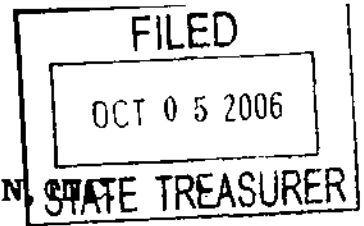


ARTICLES OF INCORPORATION

OF

MANCHESTER TOWNSHIP EDUCATIONAL FOUNDATION,



The undersigned incorporators adopt the following articles of incorporation.

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be: Manchester Township Education Foundation, Inc. The corporation's registered office is located at: Manchester Township Board of Education Office, 121 Route 539, Whiting, New Jersey 08759. The registered agent of the corporation at said address shall be JoAnn Puleo. The corporation is organized pursuant to the provisions of the New Jersey Non Profit Corporation Code of the State of New Jersey.

**ARTICLE II
PURPOSE**

This non-profit corporation is organized exclusively for support of educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall:

- Seek funding and other items from all legal sources for the purpose of improving the quality of educational experiences for Manchester Township students;
- Foster positive relationships and support among the community, business sector and school district;
- Serve as a catalyst to support school improvement programs;
- Provide funding in support of quality educational experiences in Manchester;
- Support, for educational purposes, other organizations that qualify as exempt under Section 501 (c) 3 of IRS code;
- Assist in meeting the needs not completely met through the annual budget or other resources.

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The corporation shall be of perpetual duration, except as provided in Article VI of the Articles of Incorporation.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.
5. To the extent permitted by the laws of the State of New Jersey, the corporation shall have and exercise all the powers necessary, appropriate and incidental to the achievement of the purposes for which the corporation is formed including but not limited to all the powers enumerated in N.J.S.A. 15A: 1 et. seq.

**ARTICLE IV
DIRECTORS/MEMBERS**

The corporation shall have no voting members. The initial Board of Directors shall consist of seven persons. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation. The method of election of officers shall be left to the by-laws of the corporation. The Board of Directors shall have the power to adopt all rules, by-laws and regulations for the government of the corporation consistent with the Articles of Incorporation and applicable laws of the State of New Jersey. The corporation's first Board of Directors shall be comprised of the following natural persons:

JoAnn Puleo

Janice Hardell

Arthur Sullivan

Marthe Konczal

Jack Wilson

Marge Campasano

Richard Campana

**ARTICLE V
DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation. The corporation shall indemnify every corporate agent to the full extent permitted by Section 15A:3-4 of the New Jersey Non-Profit Corporate Act and to the full extent otherwise permitted by law.

**ARTICLE VI
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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.

**ARTICLE VII
INCORPORATOR**

The incorporators of this corporation are:

1. Margaret Campasano; 1
2. Marthe Konczal,
3. JoAnn Puleo,

The undersigned incorporators certify both that they execute these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury.

Margaret Campasano
Signature

9/7/06
Date

Martha J. Konczal
Signature

9/7/06
Date

JoAnn C. Puleo
Signature

9/7/06
Date

By-Laws of Manchester Township Educational Foundation

Article I

1. Name – Manchester Township Educational Foundation
2. Seal – American Flag with Apple
“Freedom to Learn”
Motto -“Our Children. Our Future”
3. Board of Directors may vote to change name.

Article II

Purposes

This non-profit corporation is organized exclusively for support of educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall:

- Seek funding and other items from all legal sources for the purpose of improving the quality of educational experiences for Manchester Township students;
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- Serve as a catalyst to support school improvement programs;
- Provide funding in support of quality educational experiences in Manchester;
- Support, for educational purposes, other organizations that qualify as exempt under Section 501(c) 3 of IRS code;
- Assist in meeting the needs not completely met through the annual budget or other resources.

Article III

Board of Directors

- A. ***Powers and Duties:*** The Board of Directors shall have the control and management of the officers and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

B. Membership:

1. The Board of Directors shall consist of seven (7) members. All directors shall be residents of the State of New Jersey and citizens of the United States.
 2. The first or original Board of Directors shall be those as set forth in Article IV of the duly filed Articles of Incorporation of the Manchester Township Educational Foundation entitled "Directors/Members." All future members of the Board of Directors will be nominated by a Board Member and selected by a majority vote of Board Members at the organization meeting and shall serve for a term two (2) years.
 3. Vacancies occurring otherwise than by expiration of term shall be filled for the unexpired term through Board Member nomination and a majority vote of the Board.
 4. In order to prevent all the Board Member terms from expiring at once; four (4) of the original Board Members shall be assigned one year terms and the other three (3) original Board Members shall be assigned two year terms.
- C. **Meetings:** A majority (51%) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at least three times a year. Other meetings shall be held at the discretion of the Board.
- D. **Voting:** All decisions of the Board of Directors shall be by a majority vote of the quorum.
- E. **Order of Business:** Roberts Rules of Order shall be the operating procedure of all regular Board of Directors meetings: Roll Call; Minutes; Report of Committees; Report of Officers; Old Business; New Business; Adjournment.
- F. **Removal of a Director:** The removal of a Director shall require a 2/3 majority vote of the Board.
- G. **Superintendent:** The Superintendent of Manchester Township School District or his/her designee may attend and participate in all meetings as an ex-officio, non-voting member.
- H. **Officers:** The Board of Directors shall have a President, Vice President, Secretary and Treasurer, all appointed by a majority vote of the quorum and all selected from among the members of the Board.

Duties of the President:

- Subject to control of Board of Directors.
- General supervision of affairs of the Foundation.

- Preside at all meetings of Board of Directors.
- Shall be Chief Operating Officer of organization charged with the duties of effectuating the purpose of the organization.
- Carry out the directives of the Board of Directors.
- Perform functions necessary and proper to assure that the policies, objectives and aims of the organization are adhered to and carried out.
- President may sign with the secretary or any officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instrument which the Board has authorized to be executed.
- He/she may not sign in cases when signing and executing are expressly delegated to some other officer or agent of the Board of Directors.
- He/she shall appoint all committees; temporary or permanent.
- President and treasurer shall sign and countersign all drafts, checks, other orders of payment and all notes or other evidences of indebtedness issued in the name of the Foundation unless the Board of Directors through resolution designate another officer, officers, agent or agents to sign.

Duties of Vice President:

- Perform such duties as may be assigned by the Board of Directors, President or the By-Laws.
- In absence of President shall perform the duties of the President.

Duties of Secretary:

- Shall, subject to the direction of President, cause to be kept a record of the meetings of the Board and all Board committees in a manner provided for the purpose.
- Assure that all notices are given in accordance with the By-Laws and as required by law.
- Act as custodian of the Seal of the Foundation.

- Countersign when required all authorized bonds, contracts, deeds, mortgages, leases or other legal instruments.
- In general, perform all duties incident to the office of the Secretary and such other duties as indicated by the Board of Directors, the President or the By-Laws.

Duties of Treasurer:

- Shall subject to the direction of the President; have charge and custody and be responsible for all funds and securities of the Foundation.
 - Shall deposit same with any bank or banks or other institutions or security firms as designated by the Board of Directors.
 - Shall keep regular, full and accurate accounts of all receipts and disbursements and in general perform all the duties as may be assigned to the treasurer by the Board of Directors, the President or the By-Laws.
 - Shall present a report on the current finances at each quarterly meeting.
 - President and treasurer shall sign and countersign all drafts, checks, other orders of payment and all notes or other evidences of indebtedness issued in the name of the Foundation unless the Board of Directors through resolution designate another officer, officers, agent or agents to sign.
 - Incoming funds should be signed off by two officers, the Treasurer and either the Vice President or Secretary.
- I. **Compensation:** No Board of Director or officer shall for reason of his or her position be entitled to receive any salary or compensation.

Article IV Fiscal Responsibilities

- A. The President and secretary or any officer designated by the Board of Directors may enter in contracts or instruments authorized by the Board.
- B. The President and Treasurer shall sign and countersign all drafts, checks, orders of payment, notes and other evidences of indebtedness issued in the name of the Foundation unless the Board of Directors designates another officer or agent.
- C. Books and records shall be kept and be open to the Board of Directors.
- D. An annual audit report shall be prepared and submitted to the Board of Directors and Manchester Township Board of Education.
- E. Fiscal year will be July 1st through June 30th.
- F. Description of the Seal

Article V Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article VI Committees and Subcommittees

All committees and subcommittees shall be appointed by the Board of Directors when deemed necessary with their term determined by the Board.

Article VII Gifts

The Board of Directors may accept on behalf of the Foundation any contributions, gifts, bequests or devices for or consistent with the general purposes, or for and consistent with any specific purposes, of the Foundation.

Article VIII Amendments

The By-Laws of the Foundation may be altered, amended, repealed or added to by an affirmative vote of not less than a majority (51%) of the members.