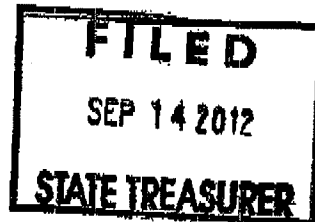


CERTIFICATE OF INCORPORATION

OF

CIVIC DUTY PARTNERS, INC.



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The undersigned, of the age of eighteen years or over, for the purpose of forming a nonprofit Corporation pursuant to the provisions of Title 15A of the New Jersey Revised Statutes, as it may be amended from time to time, known as the "New Jersey Nonprofit Corporation Act," does hereby execute the following Certificate of Incorporation:

FIRST: The name of this Corporation is "Civic Duty Partners, Inc."

SECOND: The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, literary and religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation to make grants to other organizations that are tax-exempt under Code Section 501(c)(3) in furtherance of such purposes.

THIRD: As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

1. To solicit and receive contributions, donations, bequests and devises of real or personal property;
2. To make contributions, grants, loans, guarantees and other payments of money and extensions of credit to any organization, public or private, or individual;
3. To make and perform contracts and incur liabilities;
4. To delegate functions, conduct its activities through other organizations and individuals and to become a member of any committee or other organization;
5. To accept, acquire, receive, take, and hold by bequest, devise, grant, purchase, gift, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;

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6. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law or this certificate of incorporation;

7. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired;

8. To invest and reinvest its funds in such common or preferred stocks, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Code Section 501(c)(3); and

9. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt from federal income tax under Code Section 501(c)(3) and by an organization contributions to which are deductible under Code Sections 170, 2055(a)(2) and 2522(a)(2).

FOURTH: The following provisions shall govern the organization, operation and dissolution of the Corporation:

1. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as a Corporation described in Code Section 501(c)(3), or (b) cause it to lose such exempt status;

2. The Corporation shall not be operated for the purpose of carrying on a trade or business for profit;

3. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation;

4. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

5. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3), or by an organization contributions to which are deductible under Code Sections 170, 2055(a)(2), and 2522(a)(2), nor shall the Corporation carry on, otherwise than as an insubstantial part of its activities, activities that are not in furtherance of the purposes specified in Article SECOND of this Certificate of Incorporation;

6. During any period in which the Corporation may be classified as a private foundation within the meaning of Code Section 509, the Corporation shall distribute its income at such times and in such manner as to avoid taxation under Code Section 4942, and the Corporation shall not engage in any act of self-dealing (as defined in Code Section 4941(d)), shall not retain any excess business holdings (as defined in Code Section 4943(c)), shall not make any investments in such manner as to subject the Corporation to tax under Code Section 4944, and shall not make any taxable expenditures (as defined in Code Section 4945(d)); and

7. In the event of a liquidation, dissolution, termination or the winding up of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Trustees shall, after provision for all liabilities, distribute any remaining assets or property of the Corporation for one or more exempt purposes within the meaning of Code Section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code Section 501(c)(3), or to a state or local government for a public purpose, as the Board of Trustees shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated for such purposes.

FIFTH: The Corporation shall not have any members.

SIXTH: The method of electing the trustees of the Corporation, the terms of their incumbency, their voting rights and their qualifications, if any, shall be as set forth in the bylaws of the Corporation. The Corporation's bylaws shall provide the number (not less than 3) of the trustees of the Corporation, which number may be changed from time to time by resolution of the Board of Trustees without requiring an amendment of such bylaw provision, or as otherwise provided in the Corporation's bylaws.

SEVENTH: The place in which the operations of the Corporation are principally to be conducted is the State of New Jersey, but the operations of the Corporation shall not be limited to such territory.

EIGHTH: The number of trustees constituting the first Board of Trustees shall be three (3) and the names and addresses of the initial trustees are as follows:

<u>Name</u>	<u>Address</u>
Edward V. Danberry	747 Johnston Drive Watchung, NJ 07069
Ron DeLucia	12 Woodland Court Wayne, NJ 07470
Ray Olsen	20 Eagle Ridge Montvale, NJ 07645
Seth Danberry	50 Dey Street Unit 260 Jersey City, NJ 07306

NINTH: A trustee or officer of the Corporation shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that a trustee or officer shall not be relieved of liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

TENTH: The address of the registered office of the Corporation, as well as the name of the registered agent at such address upon whom service of process against the Corporation may be served, are as follows:

Edward V. Danberry
614 Frelinghuysen Avenue
Newark, NJ 07114

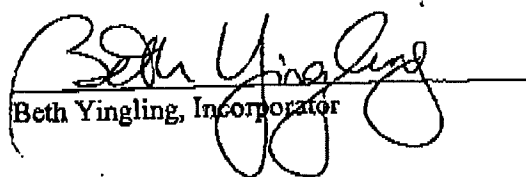
ELEVENTH: The name and address of the incorporator is as follows:

Beth Yingling, Esq.
c/o McCarter & English, LLP
4 Gateway Center, 100 Mulberry Street
Newark, NJ 07102

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: This Certificate of Incorporation shall become effective upon filing with the New Jersey Department of the Treasury.

IN WITNESS WHEREOF, the undersigned, the incorporator of this Corporation, has hereunto signed this Certificate of Incorporation on the 14th day of September, 2012.


Beth Yingling, Incorporator