

ARTICLED CERTIFICATE OF INCORPORATION  
OF  
MONTCLAIR STATE UNIVERSITY FOUNDATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, all being natural persons over eighteen years of age, have this day voluntarily associated as incorporators for the purpose of forming a nonprofit corporation under and pursuant to the provisions of the general incorporation laws of the State of New Jersey, and in particular New Jersey Nonprofit Corporation Act, Title 15A of the New Jersey Revised Statutes, and the Acts amendatory thereof, and we do hereby adopt the following Articles of Incorporation for such corporation:

I  
The name of this corporation is MONTCLAIR STATE UNIVERSITY FOUNDATION, INC.

II  
The corporation is to have no members.

III  
The objects and purposes for which said corporation is formed are as follows:

A. *General Purposes.* To aid and assist in the development, maintenance, promotion, growth, and preservation of Montclair State University, its faculty, students, staff, and facilities; to benefit Montclair State University, to improve its standards and potentialities as an institution of higher learning and its usefulness in New Jersey; to raise, procure and receive by subscription, gift, bequest and devise funds to support the purposes of the corporation; to provide or grant scholarships, loans, and other assistance to men and women of promise; to encourage and provide funds for research, public service, and teaching to assist in developing and increasing better and broader educational opportunities for and service to the citizens of the State of New Jersey by Montclair State University; to provide funds for the expenditure by the administration of Montclair State University in their discretion for university purposes such as (without limiting the generality of the foregoing) securing lecturers, writers, and other persons of standing, competence, and ability in the general fields of discovering, transmitting, and applying knowledge, wisdom, and skill; to promote the general welfare of Montclair State University by such proper means as may seem advisable, and to operate exclusively for charitable, scientific, literary, or educational purposes, including, but not limited to, receiving contributions and paying them over to or for the benefit of Montclair State University, or to one or more organizations connected with Montclair State University described in Section 501(c)(3), and exempt from taxation under Section 501(a) of the Internal Revenue Code, as now in force or hereafter amended, and, in so doing, to act without profit as trustees of educational or charitable trusts; to administer gifts, grants, or loans of money or property real or personal, whether made by or for the benefit of public governmental bodies, local, state, or national, or by or for the benefit of corporations or natural persons, and whether in the form of conventional express trusts or otherwise.

B. *Ancillary Purposes.* To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the corporation.

C. *Statutory Powers.* To have and exercise the general powers specified in N.J.R.S. 15A:3-1, as now in force or hereafter amended, but not to exceed the powers of an exempt organization under Section 501(c) of the Internal Revenue Code.

D. *Other.* The foregoing clauses shall be construed as powers as well as objects and purposes and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but

shall be regarded as independent objects, purposes, and powers; and enumeration of specific objects, purposes, and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

IV  
The following additional provisions are inserted for the regulation of the affairs of the corporation:

A. *Legislative and Political Activities.* No substantial part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. *Distribution of Assets Upon Dissolution.* Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to Montclair State University or its successor if such successor be an exempt organization under Section 501(c)(3) of the Internal Revenue Code, and if not, to such exempt organization as the Board of Trustees shall select.

C. *Prohibited Transactions.* The corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, or of the New Jersey Nonprofit Corporation Act, as now in force or hereafter amended.

D. *Trade or Business.* The corporation shall not be operated for the primary purposes of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or hereafter amended.

E. *Distribution of Earnings.* No part of the net earnings of the corporation shall inure to the benefit of any private individual or member within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended.

F. *Compensation.* No compensation shall be paid to any officer, director, trustee, creator, or organizer of the corporation or substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the corporation.

G. *Loans to Trustees and Officers.* No loan shall be made by the corporation to any of its trustees or officers.

H. *Public Purpose.* The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or persons controlled directly or indirectly by such private interests.

I. *Public Foundation.* The corporation is a public foundation and shall not be operated as a private foundation as such as defined in the 1969 Tax Reform Act of the Internal Revenue Code as now in force or hereafter amended.

V  
All funds transferred or transferable to the corporation from the College High School Memorial Fund Association ("School Fund Corporation") shall be kept in a separate account or accounts or shall be segregated on the books of the corporation which separate account shall be referred to as the College High Account. College High Account funds shall be used exclusively for the grant of scholarships, as provided below, in memory of those of the alumni of College High School who gave their lives in the service of the United States of America in World War II. Each recipient of a scholarship shall be advised of the purpose of the School Fund Corporation funds so that he or she shall not forget the sacrifices made for him or her in World War II.

A. Scholarships for college or graduate school expenses shall be awarded from the College High Account to applicants who have been graduated from College High School who show financial need and who have attained at least a C average at the colleges or graduate schools

they are attending.

B. The Trustees of this corporation will appoint from among their members a scholarship committee to receive and consider applications from College High School alumni and Montclair State University students, as the case may be, and the Trustees shall be especially circumspect about claims for financial need.

C. Awards of scholarships shall be made only from current income of the College High Account and not from the principal.

D. If, after each annual grant of scholarships to graduates of College High School, there remains a balance of income from the current year unexpended, then scholarship awards may be made to non-College High School alumni graduates who are undergraduates at Montclair State University provided they apply to the College High Account and satisfy the financial need and grade requirements established above.

E. After June 30, 1995, any balance of principal or income remaining in the College High Account shall be used by the Trustees of this corporation for Montclair State University student scholarship purposes in perpetuity. If, however, at any time any graduate of College High School requires financial assistance to further his or her education by college or university courses, he or she may apply to this corporation for financial aid from the College High Account provided he or she satisfies the requirements established above.

F. If the College High School of Montclair State University is re-established or if another demonstration school shall be established at Montclair State University under whatever name, then the entire balance of principal and interest in the College High Account, minus such expenses and charges or aliquot part which may be owing by the College High Account, shall be transferred to the new or re-established school to be used for the purposes set forth above.

G. The College High Account may receive contributions or gifts of funds or securities all of which shall be added to the principal of the College High Account.

#### VI

The Board of Trustees may from time to time adopt and amend Bylaws of the corporation.

#### VII

This Restated Certificate of Incorporation may be amended at any time in the manner and form provided by the New Jersey Statutes as existing at the time of the adoption of this Restated Certificate of Incorporation or as provided by any other applicable law, but no amendment may be adopted which changes or effects in any way the exempt status of the corporation as an organization existing exclusively for charitable, educational, literary or scientific purposes.

#### VIII

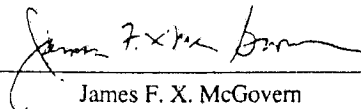
The address of the corporation's initial registered office is: 31 South Fullerton Avenue, Montclair, New Jersey 07042.

The name and address of the initial registered agent of the corporation upon whom process may be served is David W. Conrad.

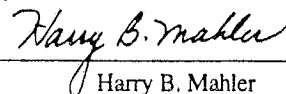
#### IX

The management of the affairs and concerns of this corporation is hereby vested in its Board of Trustees. The number of trustees which shall always be at least five (5), shall be fixed by the Bylaws. The method of election of members of the Board of Trustees shall be as set forth in the Bylaws of the corporation.

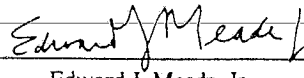
IN WITNESS WHEREOF, we, the undersigned, all members of the Board of Trustees have hereto set our hands in the execution of this Restated Certificate of Incorporation in duplicate, this 13th day of October, 1990.



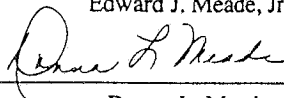
James F. X. McGovern



Harry B. Mahler



Edward J. Meade, Jr.



Donna L. Meade



Irvin D. Reid

### AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION OF

### MONTCLAIR STATE COLLEGE FOUNDATION, INC.

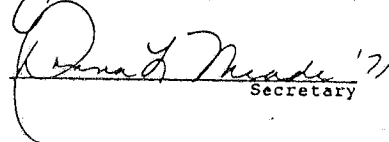
KNOW ALL MEN BY THESE PRESENTS that,  
WHEREAS, the New Jersey State Board of Higher Education did, on April 27, 1994, approve the change of name and status of Montclair State College to Montclair State University; and

WHEREAS, this corporation exists for the support of said college, which is referred to by name throughout its Restated Certificate of Incorporation, the corporation does hereby amend its Restated Certificate of Incorporation as follows:

- (1) The name of the corporation is Montclair State College Foundation, Inc.;
- (2) The Restated Certificate of Incorporation is hereby amended
  - (a) to change the name of the corporation to Montclair State University Foundation Inc.;
  - (b) to make such changes throughout the said Restated Certificate of Incorporation, whenever same may occur; and
  - (c) to change all references to Montclair State College in said certificate to read "Montclair State University."
- (3) The corporation has no members
- (4) This amendment was adopted by the trustees on June 6, 1994;
- (5) The number of trustees of the corporation is 20. The number of trustees at the meeting was 10, of whom 10 voted in favor of this amendment and 0 voted against the same.

IN WITNESS WHEREOF, we have hereunto set our hand and seals this 6th day of June, 1994.

  
JAMES F. MCGOVERN, President

  
Donna L. Meade, Secretary