



CERTIFICATE OF INCORPORATION
OF

MONMOUTH COUNTY CRIME STOPPERS, INC.

The undersigned, a natural person being over the age of eighteen years, in order to form a corporation pursuant to Title 15A of the Revised Statutes of the State of New Jersey, as amended, supplemented and succeeded (hereinafter referred to as the "New Jersey Nonprofit Incorporation Act"), for a lawful purpose other than pecuniary profit, hereby certifies:

FIRST: The name of the corporation is **Monmouth County Crime Stoppers, Inc.** (hereinafter referred to as the "Corporation").

SECOND: The Corporation is incorporated under the laws of the State of New Jersey for, and its activities shall be limited to, charitable, health, scientific, social and educational purposes of the nature set forth pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), or the corresponding provisions of any applicable United States Internal Revenue Service Law, and not for pecuniary profit. Specifically, the Corporation was formed to promote community welfare and to lessen the burdens on government (and particularly on law enforcement agencies) in Monmouth County, New Jersey by assisting law enforcement agencies (and particularly the Office of the Monmouth County Prosecutor) in the apprehension and conviction of criminals. The Corporation shall have and exercise all rights and powers as are now, or may hereafter be, conferred on or exercised by nonprofit corporations under the New Jersey Nonprofit Corporation Act, other laws of the State of New Jersey or any other applicable laws, in furtherance of the Corporation's purposes.

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THIRD: The Corporation shall not have members.

FOURTH: The address of the Corporation's initial registered office is the Office of the Monmouth County Prosecutor, 132 Jerseyville Avenue, Freehold NJ 07728, and the name of the Corporation's initial registered agent at such address is Jennifer A. Lipp.

FIFTH: The business and affairs of the Corporation shall be managed by the board of trustees of the Corporation (hereinafter the "Board", and each member thereof a "Trustee"), and the method of electing Trustees shall be as set forth in the bylaws of the Corporation.

SIXTH: The number of Trustees constituting the initial Board shall be twelve (12), and the name and address of the persons who are to serve as such Trustees are as follows:

<u>Name and Title</u>	<u>Address</u>
Kevin J. Burke, Jr., Chair	Monmouth County Administrator's Office East Main Street Freehold, NJ 07728
James Sfayer, Vice-Chair	2 Fox Hedge Road Colts Neck, NJ 07722
Audrey Falzo, Treasurer	Two River Community Bank 766 Shrewsbury Ave Tinton Falls, NJ 07724
Shari Scaramuzzo, Secretary	Investors Bank 21 West Main Street Freehold, NJ 07728
Anthony Maragos	1 Iron Bridge Road Freehold, NJ 07728
Donald Galante	28 Pine Drive Little Silver, NJ 07739

David Rible	3200 Brighton Avenue Wall, NJ 07719
Anthony Valente	2 Montauk Court Matawan, NJ 07747
John Kaye, Esq.	100 Willowbrook Road Freehold, NJ 07728
Dr. Brian Incremona	IPC Hospitalist Physicians of New Jersey 157 Broad Street, Suite 317 Red Bank, NJ 07701
William D. Guidry	279 Park Avenue Elberon, NJ 07740-4530
John Gibney	Valley National Bank 1 Bayshore Plaza Atlantic Highlands, NJ 07716

The number of Trustees serving on the Board from time to time shall be provided for in the bylaws of the Corporation.

SEVENTH: The duration of the Corporation shall be perpetual.

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

NINTH: A Director or Officer of the Corporation, whether serving with or without compensation, shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation; provided, however, that this shall not relieve a Director or Officer from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the Corporation, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit.

TENTH: The Corporation shall not take or fail to take any action or engage or fail to engage in any activity in contravention of the requirements for qualification as a public charity under Section 501(c)(3) of the Code. More specifically, no part of the net earnings, if any, of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers or any person, *provided however*, that the Corporation may pay reasonable compensation for services to employees, if any, and make payments (including without limitation rewards, scholarships, grants and awards) in furtherance of the exempt purposes as set forth in this Certificate of Incorporation. The Corporation shall not contribute to nor participate in (including the publishing or distribution of related statements or materials) any political campaign on behalf of or against any candidate for public office.

ELEVENTH: Upon the dissolution of the Corporation, the remaining assets of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, be distributed to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as amended, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively and for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine. No Trustee or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

TWELFTH: The name and address of the incorporator is Zachary S. Drozd, Esq., c/o Proskauer Rose LLP, 11 Times Square, New York, New York 10036.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 6th day of June, 2013.


ZACHARY S. DROZD, ESQ.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

MONMOUTH COUNTY CRIME STOPPERS, INC.

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*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Incorporation on June 10th, 2013
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*



Certificate Number: 128642922

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
11th day of June, 2013*

*Andrew P Sidamon-Eristoff
State Treasurer*