

FIRST RESTATED CERTIFICATE OF INCORPORATION OF

[REDACTED]

[REDACTED]

Effective as of March 22, 2013

FIRST RESTATED CERTIFICATE OF INCORPORATION OF

[REDACTED]

RST

Pursuant to the provisions of Sections 15A:9-2 and 15A:9-5 of the New Jersey Nonprofit Corporation Act of the State of New Jersey, the undersigned corporation hereby executes the following First Restated Certificate of Incorporation:

FILED
MAR 22 2013
STATE TREASURER

0100177712

**ARTICLE I
CORPORATION NAME**

The name of this corporation is [REDACTED] (hereinafter, the "Corporation").

**ARTICLE II
CORPORATE IDENTIFICATION NUMBER**

The Corporate Identification Number for the Corporation is [REDACTED]

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of New Jersey is [REDACTED]. The name of its current registered agent at such address is [REDACTED].

**ARTICLE IV
POWERS**



The Corporation shall have all the powers set forth in the New Jersey Nonprofit Corporation Act of the State of New Jersey. Notwithstanding anything to the contrary contained herein, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (A) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future tax code; (B) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future tax code; or (C) a corporation organized and existing under the New Jersey Nonprofit Corporation Act.

**ARTICLE V
NONPROFIT PURPOSES**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the New Jersey Nonprofit Corporation Act of the State of New Jersey. The Corporation is

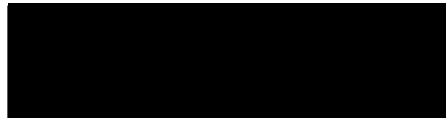
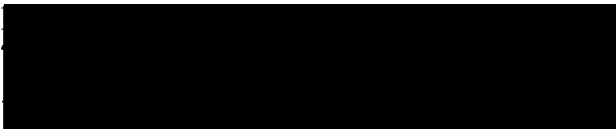
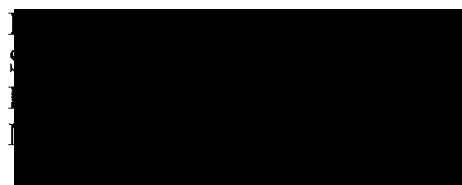
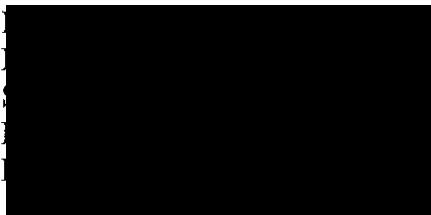
organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance thereof, and not in limitation, of such purpose, the Corporation is driven by the social teachings of the Roman Catholic Church and is organized and shall be operated to provide a broad range of services to meet the social and economic needs of the people, without regard to age, race, religion, gender, ethnic origin or disability status, primarily within the geographical bounds of Middlesex, Somerset, Warren and Hunterdon and such other counties as approved by the Board of Trustees, all being of the State of New Jersey. The Corporation is authorized to do any other act incidental to the foregoing purposes or in the advancement thereof, and shall have the authority to exercise all of the powers upon corporations pursuant to the New Jersey Nonprofit Corporation Act of the State of New Jersey, but not for the pecuniary profit or financial gain of its members, trustees or officers.

**ARTICLE VI
MEMBER**

The Corporation shall have one (1) Member   The Member shall serve *ex officio*. The Member shall have all the rights and powers as provided by the New Jersey Nonprofit Corporation Act of the State of New Jersey and as otherwise set forth in the bylaws. The Member shall not be personally liable for the debts or obligations of the Corporation. The following powers are reserved to the Member: (A) the power to amend, change or alter the Certificate of Incorporation; (B) the power to amend, change or alter the bylaws; (C) the power to consolidate, dissolve or merge the Corporation; (D) the power to approve the acquisition or sale of real property as needed to effect the Corporation's mission, subject to approval of the College of Consultors as set forth in *Canon Law 1292*; and (E) the power to elect and remove a Trustee or Officer, with or without cause.

**ARTICLE VII
BOARD OF TRUSTEES**

The affairs of the Corporation shall be managed by the Board of Trustees. The bylaws shall specify the number of Trustees. The method of electing and removing Trustees shall be as set forth in the bylaws of the Corporation. At all times, the Corporate Member and Executive Director shall serve as Trustees, *ex officio*. The powers and limitations of the Trustees shall be specified in the bylaws of the Corporation. The names and addresses of the current Board of Trustees are as follows:



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**ARTICLE VIII
PRIVATE BENEFIT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in this Certificate of Incorporation and to the extent permitted by the New Jersey Nonprofit Corporation Act of the State of New Jersey and pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. 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 any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IX
LIMITATION OF LIABILITY**

Each Trustee, Member and Officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by *New Jersey Statute Annotated 15A:3-4*, as may be

amended from time to time, in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being or having been a Trustee, Member or Officer. Such indemnification shall include, without limitation, reimbursement for counsel fees reasonably incurred by or imposed in connection with such action. Notwithstanding anything to the contrary contained herein, the Corporation shall not be obligated to provide indemnification for any acts or omissions committed by such persons which constitute: (A) a breach of such person's duty of loyalty to the Corporation or its Corporate Member, (B) an act or omission that was not in good faith or involved a knowing violation of law; or (C) the receipt by such person of an improper personal benefit.

**ARTICLE X
DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE XI
DISTRIBUTION OF ASSETS**

The assets of the Corporation are irrevocably and permanently dedicated to the charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. On the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, [REDACTED]

**ARTICLE XII
EFFECTIVE DATE**

This First Restated Certificate of Incorporation shall be effective on the date of filing with the Department of the Treasury, Division of Revenue and Enterprise Services for the State of New Jersey.

IN WITNESS WHEREOF, the undersigned, [REDACTED]
[REDACTED] this First Restated Certificate of Incorporation as of the [REDACTED]

[REDACTED]

[REDACTED]
Name: [REDACTED]
Title: [REDACTED]

Corporate Seal