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FILED
MAY 26 2004
STATE TREASURER

CERTIFICATION OF INCORPORATION

-of-

RISING TIDE CAPITAL, INC.

TO: **Treasurer, State of New Jersey**
Department of the Treasury
Division of Revenue

Pursuant to the provisions of Section 15A:1-1 et als, Corporations, Non-Profit, General of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Incorporation:

FIRST: The name by which the corporation shall be known in law shall be:

RISING TIDE CAPITAL, INC.

SECOND:

A The place in this State where the principal office of the corporation is to be located is 840 Bear Tavern Road, Suite 307, West Trenton, in the County of Mercer, State of New Jersey, 08628.

B The registered agent for the corporation and address of the agent is: James A. Schragger, Esquire, 840 Bear Tavern Road, Suite 307, West Trenton, New Jersey, 08628.

THIRD: Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal

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Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and more particularly:

A. To engage low income residents of New Jersey in a process of economic revitalization.

B. To offer entrepreneurial training and technical assistance to low income individuals in various stages of business development.

C. To specifically target minorities and women to encourage business development and job creation.

D. To pursue future community building initiatives including but not limited to programs for at-risk youth, single mothers, ex-offenders, and immigrant groups.

FOURTH. The corporation does not have members.

FIFTH: A. The number of Trustees selected for the first year of the existence of said corporation shall be five, and the names and addresses of the Trustees are as follows:

Name	Address
Alex Forrester	35 Berkshire Drive Princeton Junction, NJ 08550
Alfa M. Demmellash	353 Grove Street, Apt. 3B Jersey City, NJ 07302
Andrea Forrester	35 Berkshire Drive Princeton Junction, NJ 08550
Douglas Forrester	35 Berkshire Drive Princeton Junction, NJ 08550
Elaine Winkler	168 Franklin Corner Road Lawrenceville, NJ 08648

Trustees shall be elected annually and/or as set forth in the by-laws of the corporation.

B. The name and address of the incorporator of the corporation is:

Name	Address
Alex Forrester	35 Berkshire Drive Princeton Junction, NJ 08550

SIXTH: The corporation shall have all powers attributed to not-for-profit corporations and shall be empowered to engage in any and all lawful activities which may be incidental or reasonably necessary to any of its enumerated purposes.

SEVENTH: To the extent provided by the Statutes of the State of New Jersey, the Trustees of the corporation shall be immune from personal liability and shall be indemnified as shall further be set forth in the by-laws of said corporation.

EIGHTH: The Trustees shall have the authority to adopt rules and regulations and by-laws by which the said corporation shall operate.

NINTH:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article Third of this Certificate. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding

provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

B. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Superior Court of New Jersey of the county in which the principal office of the organization 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.

TENTH:

A The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.

B The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

C The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

D The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned, the incorporator of the above named corporation, has hereunto signed this Certificate of Incorporation this 25 day of May 2004.

RISING TIDE CAPITAL, INC.

By: Alex Forrester
Alex Forrester, Incorporator

Sworn and Subscribed to before me this 25 day of May, 2004.

BRUCE M. SCHRAGGER
ATTORNEY AT LAW
STATE OF NEW JERSEY