

CERTIFICATE OF INCORPORATION OF
COORDINATED FAMILY CARE OF MIDDLESEX COUNTY, INC.

SEP 11 2001

STATE TREASURER

THE UNDERSIGNED, acting as Incorporator of a charitable incorporation under the New Jersey Nonprofit Corporation Act hereby adopt this Certificate of Incorporation for such corporation. This corporation is organized as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE I

The name of the Corporation is COORDINATED FAMILY CARE OF MIDDLESEX COUNTY, INC.

ARTICLE II

This Corporation is not organized for pecuniary profit, nor financial gain, and no part of its assets, income or profit shall be distributable to, nor inure to the benefits of its members, directors and officers, except to the extent permitted under the *New Jersey Nonprofit Corporation Act*.

ARTICLE III

The location of the principal office is 319 Maple Street Perth Amboy, New Jersey 08861. The Registered Agent is Douglas J. Susan, Esquire, 319 Maple Street, Perth Amboy, New Jersey 08861.

ARTICLE IV

The purposes for which the Corporation is organized are as follows:

(a) To receive, maintain, accept, dispose, invest or reinvest as assets of the Corporation, any property, whether real, personal, or mixed by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in accordance with and pursuant to the provisions of this Certificate of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code of 1986, as amended.

(b) To exclusively promote and carry on any other scientific, charitable or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the New Jersey Nonprofit Corporation Act.

(c) In particular, the Corporation shall identify, organize, deliver and coordinate services and community resources, including, but not limited to, care management and comprehensive service planning for children and youth with multi-system or complex needs whose ties to family and community are at risk.

(d) 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 (1) 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; (2) 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 (3) a corporation organized and existing under the New Jersey Nonprofit Corporation Act.

(e) Except as hereinafter provided, the Corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the New Jersey Nonprofit Corporation Act.

ARTICLE V

The powers and activities of the Corporation shall be limited as follows:

(a) 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 purposes set forth in this Certificate of Incorporation. 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.

(b) Anything contained in this Certificate of Incorporation to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (2) a corporation, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (3) a corporation organized and existing under the New Jersey Nonprofit Corporation Act.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as to not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, as amended, or any corresponding section of any future tax code.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended, or any corresponding section of any future tax code.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code.

(h) Upon dissolution of the Corporation or the winding up of affairs, the assets of the Corporation shall be distributed exclusively to such charitable, religious, scientific, literary or educational organizations as determined by the Board of Trustees or as stipulated by the By-Laws, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code.

ARTICLE VI

The Corporation shall have no members.

ARTICLE VII

The Corporation shall have a perpetual existence.

ARTICLE VIII

The territory in which the operations of the Corporation is principally to be conducted is the United States of America, and its territories and possessions, but the operation of the corporation shall not be limited to such territory.

ARTICLE IX

A Board of Trustees shall manage the Corporation. The initial Board of Trustees shall consist of five (5) trustees; provided, further that the Board of Trustees shall have a total of nine (9) trustees within seven (7) months from the filing date of this Certificate of Incorporation. The names and post office addresses of the person that are to serve as the initial Board of Trustees are as follows:

Name	Post Office Address
Jill Williams, President	355 College Drive Edison, New Jersey 08817
Dr. Mary Jean Guidette, Treasurer	1501 Livingston Avenue North Brunswick, New Jersey 08902
Orrin T. Hardgrove, Secretary	2 Michelle Street Monroe Township, New Jersey 08831
Christopher Koseff	P.O. Box 1392 671 Hoes Lane Piscataway, New Jersey 08855-1392
Marianne C. Majewski	319 Maple Street Perth Amboy, New Jersey 08861

ARTICLE X

The name and post office address of the Incorporator is as follows:

Name	Post Office Address
Douglas J. Susan, Esquire	319 Maple Street Perth Amboy, New Jersey 08861.

ARTICLE XI

This Certificate of Incorporation shall become effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned, the Incorporator of the above-referenced Corporation, has hereunto signed this Certificate of Incorporation on this 10th day of September, 2001.

Jean H. Fortunate
Witness

Douglas J. Susan
Douglas J. Susan, Incorporator