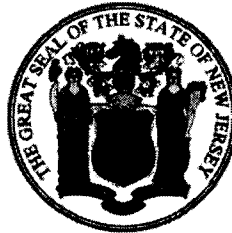


STATE OF NEW JERSEY  
DEPARTMENT OF THE TREASURY  
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: THE FORMAN S. ACTON EDUCATIONAL FOUNDATION, A  
NEW JERSEY NONPROFIT CORPORATION  
Business Id: 0101034176  
Certificate Number: 6000037386

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT AN ORIGINAL CERTIFICATE ON October 3, 2014 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.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY  
HAND AND AFFIXED MY OFFICIAL SEAL AT  
TRENTON, THIS  
December 16, 2014 A.D.



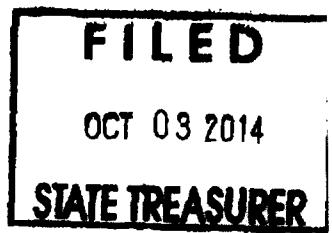
A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

Andrew P Sidamon - Eristoff  
State Treasurer

VERIFY THIS CERTIFICATE ONLINE AT

[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

NP



**CERTIFICATE OF INCORPORATION  
OF  
THE FORMAN S. ACTON EDUCATIONAL FOUNDATION,  
A NEW JERSEY NONPROFIT CORPORATION**

C101034176

In compliance with the requirements of N.J.S.A. §15A:1-1 et seq., the undersigned, desiring to be incorporated as a nonprofit corporation of the State of New Jersey, hereby certify that:

1. The name of the Corporation is: The Forman S. Acton Educational Foundation, a New Jersey nonprofit corporation.

2. The location and post office address of the initial registered agent and the initial office of the Corporation in this state is: David J. Puma, Esquire Puma, Telsey & Rhea, PA 107 West Broadway Salem New Jersey 08079.

3. Forman Sinnickson Acton died on February 18, 2014 after living 93 extraordinary years. Forman Acton believed that dedication to rigorous academic studies and exposure to educational excellence results in children becoming extraordinary adults, who are prepared to overcome the challenges our society faces. Forman Acton dedicated his life and willed all of his assets upon his death to education. This Corporation is created with an endowment representing the residuary estate of Forman Sinnickson Acton.

This Corporation is incorporated under the New Jersey Nonprofit Corporation Act exclusively for charitable purposes, specifically the advancement of educational and academic opportunities and the achievement of excellence for children of the Salem City (Salem County, New Jersey) School District (the term "Salem City School District" shall include those districts as may be affiliated with the Salem City School District, presently: Lower Alloways Creek Township; Elsinboro Township; Quinton Township; and Mannington Township however with the emphasis being on Salem City itself); with the primary goal being to enhance educational (including pre-school, as well as public or private grade, middle, high school, college and post graduate education) opportunities of children of the Salem City School District; in particular those children who exhibit above average academic promise who are: poor, distressed or underprivileged and of minority heritage. The Board of Trustees, in furtherance of the foregoing purpose, shall have the power to do all things consistent with the New Jersey Nonprofit Corporation Act and Section

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501(c)(3) of the Internal Revenue Code of the United States, including but not limited to funding and supporting:

- (i) strategic visioning and planning;
- (ii) research based curriculum, assessment and instruction;
- (iii) professional development based on research and best practice;
- (iv) technology and equipment needed to facilitate academic excellence;
- (v) student programs of all kinds, particularly those designed to achieve academic devotion and achievement from pre-school through post graduate education;
- (vi) education for families and other supportive services benefitting their children;
- (vii) private school tuition for academically gifted students from disadvantaged backgrounds; and
- (viii) scholarship programs for higher education, colleges, universities and post graduate studies.

In furtherance of the foregoing purposes (but not otherwise), and subject to the restrictions set forth herein, the Corporation shall have, and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the New Jersey Nonprofit Corporation Act and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, subject to such limitations as are or may be prescribed by law.

4. The term for which the Corporation is to exist is perpetual.

5. The Corporation is organized upon a non-stock basis, and shall have no authority to issue shares of capital stock.

6. The name and post office address of the incorporator is: David J. Puma, Esquire Puma, Telsey & Rhea, PA 107 West Broadway Salem New Jersey 08079.

7. The Corporation shall be governed by its Board of Trustees. The Board of Trustees shall consist of up to nine (9) members; however in no event shall there be less than the minimum number as required by the New Jersey Nonprofit Corporation Act, which minimum is presently three (3) members. The names and post office addresses of the initial Trustees are:

Josiah Herbert Fithian  
83 Hospital Road  
Bridgeton, NJ 08302

Kathryn Markovchick, Ph.D.  
Tremolo Point  
Mount Vernon, ME 04352

Hon. Karen Roots  
Salem City Council President  
28 Oak Street  
Salem, NJ 08079

Gregory Dunham, Ed. D.  
6916 Rogers Avenue  
Pennsauken, NJ 08109

Pamela S. Flood, Ed. D.  
18 West Broadway  
Bangor, ME 04401

The Trustees named above shall serve as the initial Board of the Corporation. As soon as is reasonable and practicable after the filing of this Certificate with the New Jersey Division of Commercial Recording, the initial Board shall conduct the Organizational Meeting of the Corporation pursuant to the provisions of N.J.S.A. 15A:2-9. At the Organizational Meeting, the initial Board shall meet for the purposes of organizing itself, electing additional members of the Board of Trustees, establishing bylaws, electing officers and members of such committees as may be established by the Board, when appropriate, and conducting such other business as may come before the Organization Meeting.

The Trustees named herein as the initial Board, and those Trustees that may be elected at the Organizational Meeting, shall hold Office until the first Annual Meeting. The Annual Meeting shall be held on the date and time specified in the bylaws or as may be fixed by the Board pursuant to the authority granted in the bylaws. Other than as specified herein, the term of Office of individual members of the Board of Trustees shall be established in the bylaws in a manner so as to create staggered terms of Office coinciding

with the Annual Meeting. The Trustees shall serve without compensation but may be reimbursed for all reasonable and necessary expenses incurred relating to their service.

The election of Trustees shall be by nomination and vote of the Board of Trustees. Procedures to be utilized in the nomination and election of Trustees not inconsistent herewith may be set forth in the bylaws of the Corporation

8. The Corporation is organized exclusively for charitable and educational purposes as such purposes are defined by Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). No dividend shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any individual, director, officer, trustee or employee of the Corporation. The Corporation may pay reasonable compensation for services in effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Any provision of law to the contrary notwithstanding, the Corporation may not merge or consolidate with any corporation which is not an exempt organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, or its successor provisions, and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

In the event the Corporation is dissolved and liquidated, the Board of Trustees shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the corporate property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this Corporation; provided, however, that the transferee organization or organizations shall then be a qualified tax-exempt charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor provisions, shall have been in existence and so described for a continuous period of at least 60 calendar months, and shall also be an organization contributions to which are deductible under Sections 170, 2055, 2522 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the

court having jurisdiction of the dissolution and liquidation of a New Jersey nonprofit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

9. 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 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

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 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

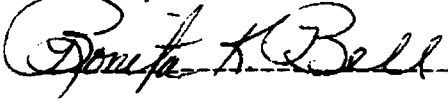
10. All provisions of these Articles of Incorporation shall be subject to amendment, consistent with the provisions of the New Jersey Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986, by the affirmative vote of a majority of the Board of Trustees entitled to vote in respect thereof, given at the Annual Meeting or at any Special Meeting, provided that notice of the proposed amendment is included in the notice of such meeting.

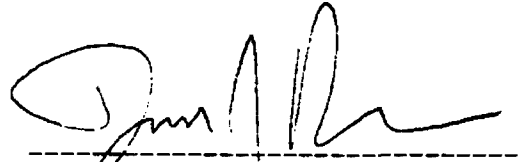
11. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law.

12. The Corporation shall not have any members.

IN WITNESS WHEREOF, the Incorporator has signed and sealed these  
Articles of Incorporation this 3rd day of October, 2014. This  
Certificate of Incorporation will be effective upon filing.

Witnessed by:





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David J. Puma, Esq.,  
as Incorporator