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# Short Form

## Return of Organization Exempt From Income Tax

OMB No 1545-1150

# 2010

Form **990-EZ**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury  
Internal Revenue Service

▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.  
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

**A** For the 2010 calendar year, or tax year beginning **JAN 15, 2010** and ending **DEC 31, 2010**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>MTI INTEGRATED BUSINESS DEVELOPMENT INC</b>	<b>D</b> Employer identification number <b>27-1732693</b>	
	Number and street (or P.O. box, if mail is not delivered to street address) <b>151 KNOLLCROFT ROAD, BUILDING 53</b>	Room/suite <b>W311</b>	<b>E</b> Telephone number <b>917-658-4796</b>
	City or town, state or country, and ZIP + 4 <b>LYONS, NJ 07939</b>		<b>F</b> Group Exemption Number ▶
	<b>G</b> Accounting Method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) ▶		<b>H</b> Check <input type="checkbox"/> if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

**I** Website: ▶ **WWW.MTINJ.ORG**

**J** Tax-exempt status (check only one) —  501(c)(3)  501(c) ( ) ◀ (insert no.)  4947(a)(1) or  527

**K** Check  if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

**L** Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ **187,051.**

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (see the instructions for Part I.)

Check if the organization used Schedule O to respond to any question in this Part I

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	79,717.
	2	Program service revenue including government fees and contracts	2	107,287.
	3	Membership dues and assessments	3	
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Gaming and fundraising events		
	a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
	b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	
c	Less: direct expenses from gaming and fundraising events	6c		
d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d		
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less: cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe in Schedule O) <b>SEE SCHEDULE O</b>	8	47.	
9	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	187,051.	
Expenses	10	Grants and similar amounts paid (list in Schedule O)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	27,500.
	13	Professional fees and other payments to independent contractors	13	48,371.
	14	Occupancy, rent, utilities, and maintenance	14	20,370.
	15	Printing, publications, postage, and shipping	15	46.
	16	Other expenses (describe in Schedule O) <b>SEE SCHEDULE O</b>	16	75,222.
	17	<b>Total expenses.</b> Add lines 10 through 16	17	171,509.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	15,542.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	0.
	20	Other changes in net assets or fund balances (explain in Schedule O)	20	0.
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	15,542.

LHA For Paperwork Reduction Act Notice, see the separate instructions. Form **990-EZ** (2010)

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Part V Other information (Note the statement requirements in the instructions for Part V.)

Check if the organization used Schedule O to respond to any question in this Part V

Form 990-EZ (2010) questions 33-44d with Yes/No columns and various input fields for amounts and descriptions.

	Yes	No
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ		X
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X

**Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3)

organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
49a Did the organization make any transfers to an exempt non-charitable related organization?		X
b If "Yes," was the related organization a section 527 organization?		
50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."		

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." NONE

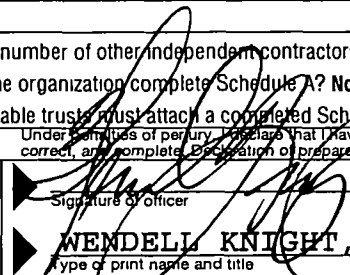
(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

Yes  No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Preparation of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  Signature of officer   Date 1/9/13

WENDELL KNIGHT, CHIEF EXECUTIVE OFFICER  
Type of print name and title

Paid Preparer Use Only	Print preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	STEVEN NYDICK	STEVEN NYDICK	01/04/13		
	Firm's name	Firm's EIN		MADDALONI, NYDICK & KEENAN, PC	
	Firm's address	Phone no.		30 COLUMBIA TURNPIKE FLORHAM PARK, NJ 07932	
				973 822-8080	

May the IRS discuss this return with the preparer shown above? See instructions

Yes  No

**SCHEDULE A**  
(Form 990 or 990-EZ)

**Public Charity Status and Public Support**

OMB No 1545-0047

**2010**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization **MTI INTEGRATED BUSINESS DEVELOPMENT INC** Employer identification number **27-1732693**

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I
  - b  Type II
  - c  Type III - Functionally integrated
  - d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

  - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
  - (ii) A family member of a person described in (i) above?
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions)					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> ▶ <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	<b>14</b>		%
<b>15</b> Public support percentage from 2009 Schedule A, Part II, line 14	<b>15</b>		%
<b>16a 33 1/3% support test - 2010.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
<b>b 33 1/3% support test - 2009.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
<b>17a 10% -facts-and-circumstances test - 2010.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
<b>b 10% -facts-and-circumstances test - 2009.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>			

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")					79,717.	79,717.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose					107,287.	107,287.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5					187,004.	187,004.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
<b>c</b> Add lines 7a and 7b						0.
<b>8 Public support</b> (Subtract line 7c from line 6)						187,004.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>9</b> Amounts from line 6					187,004.	187,004.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					47.	47.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b					47.	47.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12)					187,051.	187,051.

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
<b>16</b> Public support percentage from 2009 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
<b>18</b> Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization **MTI INTEGRATED BUSINESS DEVELOPMENT INC** Employer identification number **27-1732693**

**FORM 990-EZ, PART I, LINE 8, OTHER REVENUE:**

DESCRIPTION OF OTHER REVENUE:	AMOUNT:
INTEREST INCOME	47.

**FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:**

DESCRIPTION OF OTHER EXPENSES:	AMOUNT:
ADVERTISING	2,741.
REGISTRATION FEES/LICENSES	150.
INSURANCE	2,336.
TELEPHONE	3,014.
OFFICE EXPENSES	1,083.
PAYROLL TAXES	3,067.
PAYROLL SERVICE FEES	633.
GOLF CLINIC SUPPLIES	19,972.
MAINTENANCE SUPPLIES	4,486.
FOOD SUPPLIES	18,800.
PLANT SUPPLIES	18,940.
TOTAL TO FORM 990-EZ, LINE 16	75,222.

**FORM 990-EZ, PART II, LINE 24, OTHER ASSETS:**

DESCRIPTION	BEG. OF YEAR	END OF YEAR
PREPAID EXPENSES	0.	2,336.

**FORM 990-EZ, PART II, LINE 26, OTHER LIABILITIES:**

DESCRIPTION	BEG. OF YEAR	END OF YEAR
ACCRUED EXPENSES	0.	17,080.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

**MTI INTEGRATED BUSINESS DEVELOPMENT INC**

Employer identification number

**27-1732693**

**FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - MTI INTEGRATED BUSINESS DEVELOPMENT, INC.'S MISSION IS TO PROVIDE INTERNSHIPS AND EMPLOYMENT OPPORTUNITIES FOR VETERANS WITH BARRIERS TO EMPLOYMENT. SEE SCHEDULE O FOR MORE DETAILS.**

**FORM 990-EZ, PART III, LINE 28, PROGRAM SERVICE ACCOMPLISHMENTS:**

**MTI INTEGRATED BUSINESS DEVELOPMENT, INC.'S MAIN PROGRAM SERVICES ARE EMPLOYMENT SKILLS BUILDING THROUGH SITUATIONAL OBSERVATION. THE OBJECTIVE OF WHICH IS TO PROVIDE A STRUCTURED WORK ENVIRONMENT WHERE A VETERAN INTERN CAN GAIN THE NECESSARY SKILLS FOR EMPLOYMENT OPPORTUNITIES; VOCATIONAL SCHOOLS OR FORMAL COLLEGES OR UNIVERSITIES. SEE SCHEDULE O FOR MORE DETAILS.**

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BY-LAWS  
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ARTICLE I

The Corporation

Section 1. Name. The name of this corporation (hereinafter called the "Corporation") is **MTI INTEGRATED BUSINESS DEVELOPMENT, INC.**

Section 2. Purpose. To receive and maintain a fund or funds and to apply, from time to time, all or part thereof, and the income therefrom, for religious and charitable causes.

To provide housing, training and employment for veterans.

To do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors or Officers except as permitted under the NonProfit Corporation Act.

Section 3. Offices. The Corporation shall have its principal office in the State of New Jersey. The Corporation may also have offices at such other places within and without the United States as the Board of Directors may from time to time appoint or the business of the Corporation may require.

Section 4. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, NFP, New Jersey". One or more duplicate dies for impressing such seal may be kept and used.

ARTICLE II

Members

Section 1. Eligibility, Rules and Regulations. The first members of the Corporation shall consist of the members of the original Board of Directors of the Corporation, unless they have resigned or their membership otherwise terminated. Thereafter, the eligibility and qualifications for membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation, or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of

membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

### ARTICLE III

#### Meetings Of Members

Section 1. Place of Meetings. All meetings of the members shall be held at the principal office of the Corporation in the State of New Jersey or at such other place, within or without the State of New Jersey, as is fixed in the notice of the meeting.

Section 2. Annual Meeting. An annual meeting of the membership of the Corporation for the election of directors and the transaction of such other business as may properly come before the meeting shall be held on the first Monday of August, in each year, if not a legal holiday, and if a legal holiday, then on the next secular day following, at ten o'clock A.M., Eastern Standard Time, or at such other time as is fixed in the notice of the meeting. If for any reason any annual meeting shall not be held at the time herein specified, the same may be held at any time thereafter upon notice, as herein provided, or the business thereof may be transacted at any special meeting called for the purpose.

Section 3. Special Meetings. Special meetings of members may be called by the President or the Board of Directors, whenever deemed necessary or advisable. A special meeting of the members shall be called by the President whenever so directed in writing by a majority of the entire Board of Directors or whenever so directed in writing by a majority of the entire Board of Directors.

Section 4. Special Meeting for Election of Directors. (a) If, for a period of one (1) month after the date fixed by or under the by-laws for the annual meeting of members or, if no date has been so fixed, for a period of thirteen (13) months after the formation of the Corporation or the last annual meeting, there is a failure to elect a sufficient of directors to conduct the business of the Corporation, the Board shall call a special meeting for the election of directors. If such special meeting is not called by the Board within two (2) weeks after the expiration of such period or if it is so called but there is a failure to elect such directors for a period of two (2) months after the expiration of such period, members entitled to cast one hundred votes or ten percent (10%) of the total number of votes entitled to be cast in an election of directors, whichever is lesser, may, in writing, demand the call of a special meeting for the election of directors specifying the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such written demand. The secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting or, if he fails to do so within five (5) business days thereafter, any member signing such demand may give such notice. The meeting shall be held at the place fixed in the by-laws or, if not so fixed, at the office of the Corporation. (b) At any such special meeting called on the demand of members, the members attending, in person or by proxy, and

entitled to vote in an election of directors shall constitute a quorum for the purpose of electing directors, but not for the transaction of any other business.

Section 5. Notice of Meetings. Notice of the time and place of the annual and of each special meeting of the members shall be given to each of the members entitled to vote at such meeting by mailing the same in a postage prepaid wrapper addressed to each such member at his address as it appears on the books of the Corporation, or by delivering the same personally to any such member in lieu of such mailing, at least ten (10) and not more than fifty (50) days prior to each meeting. Meetings may be held without notice if all of the member entitled to vote thereat are present in person or by proxy, or if notice thereof is waived by all such members not present in person or by proxy, before or after the meeting. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail. If a meeting is adjourned to another time, not more than thirty (30) days hence, or to another place, and if an announcement of the adjourned time or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors, after adjournment fix a new record date for the adjourned meeting. Notice of the annual and each special meeting of the members shall indicate that it is being issued by or at the direction of the person or persons calling the meeting, and shall state the name and capacity of each such person. Notice of each special meeting shall also state the purpose or purposes for which it has been called. Neither the business to be transacted at nor the purpose of the annual or any special meeting of the members need be specified in any written waiver of notice.

Section 6. Waivers of Notice. Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 7. List or Record of Members at Meetings. A list or record of members entitled to vote, certified by the corporate officer responsible for its preparation or by a transfer agent, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any such meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the person challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

Section 8. Quorum and Adjournment. Except for a special election of directors pursuant to the New Jersey NonProfit Corporation Act, the presence, in person or by proxy, of the holders of a majority of the members of the Corporation outstanding and entitled to vote

thereat shall be requisite and shall constitute a quorum at any meeting of the members. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any member. If at any meeting of members there shall be less than a quorum so present, the members present in person or by proxy and entitled to vote thereat, may adjourn the meeting from time to time until a quorum shall be present, but no business shall be transacted at any such adjourned meeting except such as might have been lawfully transacted had the meeting not adjourned.

Section 9. Proxy Representation Every member may authorize another person or persons to act for him by proxy in all matters in which a member is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the member or by his attorney-in-fact. No proxy shall be voted or acted upon after eleven months from its date unless such proxy provides for a longer period. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided in the New Jersey NonProfit Corporation Act.

Section 10. Inspectors of Election. The Board of Directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, and at the request of any member entitled to vote thereat shall, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of membership certificates or cards and capital certificates outstanding and the voting power of each, the certificates and cards represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member entitled to vote thereat, the inspector or inspectors, if any, shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them. Any report or certificate made by the inspector or inspectors shall be prima facie evidence of the facts stated and of the vote as certified by them.

Section 11. Qualification of Voters; Fixing Record Date to Determine Eligibility to Vote; Voting Entitlement. The Board may fix, in advance, a date as the record date for the purpose of determining

the members entitled to notice of any meeting of members or any adjournment thereof. Such record date shall not be more than Fifty (50) nor less than ten (10) days before the date of the meeting. In any case in which a member is entitled to vote, he shall have no more than, nor less than, one vote; except that if a corporation has an organization as a member, the organization shall be entitled to votes substantially proportionate to its membership.

Section 12. Voting at Members' Meetings. Directors shall be elected by a plurality of the votes cast at a meeting of members entitled to vote in the election pursuant to the NonProfit Corporation Act.

Section 13. Action of the Members Without a Meeting. Any action which may be taken at any annual or special meeting of the members may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon. Written consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of the members.

#### ARTICLE IV

##### Directors

Section 1. Number of Directors. The number of directors which shall constitute the entire Board of Directors shall be not less than three (3). Subject to the foregoing limitation, such number may be fixed from time to time by action of a majority of the entire Board of Directors or of the members at an annual or special meeting, or, if the number of directors is not so fixed, the number shall be three (3). No decrease in the number of directors shall shorten the term of any incumbent director.

Section 2. Election and Term. The initial Board of Directors shall be elected by the incorporator and each initial director so elected shall hold office until the first annual meeting of members and until his successor has been elected and qualified. Thereafter, each director who is elected at an annual meeting of members, and each director who is elected in the interim to fill a vacancy or a newly created directorship, shall hold office until the next annual meeting of shareholders and until his successor has been elected and qualified. In the event of the re-election of an existing director, there shall be a limit of five (5) consecutive one (1) year terms.

Section 3. Filling Vacancies, Resignation and Removal. Any director may tender his resignation at any time. Any director or the entire Board of Directors may be removed, with or without cause, by vote of the members. In the interim between annual meetings of members or special meetings of members called for the election of directors or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the resignation or removal of directors for cause or without cause, may be filled by the vote of a majority of the

remaining directors then in office, although less than a quorum, or by the sole remaining director.

Section 4. Qualifications and Powers. Each director shall be at least eighteen years of age. A director need not be a citizen of the United States or a resident of the State of New Jersey. The business of the Corporation shall be managed by the Board of Directors, subject to the provisions of the Certificate of Incorporation. In addition to the powers and authorities by these By-Laws expressly conferred upon it, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done exclusively by the members.

Section 5. Regular and Special Meetings of the Board. The Board of Directors may hold its meetings, whether regular or special, either within or without the State of New Jersey. The newly elected Board may meet at such place and time as shall be fixed by the vote of the members at the annual meeting, for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a majority of the entire Board shall be present; or they may meet at such place and time as shall be fixed by the consent in writing of all directors. Regular meetings of the Board may be held with or without notice at such time and place as shall from time to time be determined by resolution of the Board. Whenever the time or place of regular meetings of the Board shall have been determined by resolution of the Board, no regular meetings shall be held pursuant to any resolution of the Board altering or modifying its previous resolution relating to the time or place of the holding of regular meetings, without first giving at least three days written notice to each director, either personally or by telegram, or at least five days written notice to each director by mail, of the substance and effect of such new resolution relating to the time and place at which regular meetings of the Board may thereafter be held without notice. Special meetings of the Board shall be held whenever called by the President, Vice President, the Secretary or any director in writing. Notice of each special meeting of the Board shall be delivered personally to each director or sent by telegraph to his residence or usual place of business at least three days before the meeting, or mailed to him to his residence or usual place of business at least five days before the meeting. Meetings of the Board, whether regular or special, may be held at any time and place, and for any purpose, without notice, when all the directors are present or when all directors not present shall, in writing, waive notice of and consent to the holding of such meeting, which waiver and consent may be given after the holding of such meeting. All or any of the directors may waive notice of any meeting and the presence of a director at any meeting of the Board shall be deemed a waiver of notice thereof by him. A notice, or waiver of notice, need not specify the purpose or purposes of any regular or special meeting of the Board.

Section 6. Quorum and Action. A majority of the entire Board

of Directors shall constitute a quorum for the transaction of business or of any specified item of business, provided that in the case of a board of fifteen (15) members or less the quorum shall be less than one-third (1/3) of the entire number of members and in the case of a board of more than fifteen (15) members the quorum shall be at least five (5) members plus one additional member for every ten (10) members (or fraction thereof) in excess of fifteen.

Section 7. Telephonic Meetings. Any member or members of the Board of Directors, or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 8. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 9. Compensation of Directors. By resolution of the Board of Directors, the directors may be paid their expenses, if any, for attendance at each regular or special meeting of the Board or of any committee designated by the Board and may be paid a fixed sum for attendance at such meeting, or a stated salary as director, or both. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor; provided however that directors who are also salaried officers shall not receive fees or salaries as directors.

## ARTICLE V

### Committees

Section 1. In General. The Board of Directors may, by resolution or resolutions passed by the affirmative vote therefore of a majority of the entire Board, designate an Executive Committee and such other committees as the Board may from time to time determine, each to consist of three or more directors, and each of which, to the extent provided in the resolution or in the certificate of incorporation or in the By-Laws, shall have all the powers of the Board, except that no such Committee shall have power to fill vacancies in the Board, or to change the membership of or to fill vacancies in any Committee, or to make, amend, repeal or adopt By-Laws of the Corporation, or to submit to the members any action that needs members approval under these By-Laws or the New Jersey NonProfit Corporation Act, or to fix the compensation of the directors for serving on the Board or any committee thereof, or to amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable. Each committee shall serve at the pleasure

of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 2. Executive Committee. Except as otherwise limited by the Board of Directors or by these By-Laws, the Executive Committee, if so designated by the Board of Directors, shall have and may exercise, when the Board is not in session, all the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have the power to authorize the seal of the Corporation to be affixed to all papers which may require it. The Board shall have the power at any time to change the membership of the Executive Committee, to fill vacancies in it, or to dissolve it. The Executive Committee may make rules for the conduct of its business and may appoint such assistance as it shall from time to time deem necessary. A majority of the members of the Executive Committee, if more than a single member, shall constitute a quorum.

## ARTICLE VI

### Officers

Section 1. Designation, Term and Vacancies. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time deemed necessary. Such officers may have and perform the powers and duties usually pertaining to their respective offices, the powers and duties respectively prescribed by law and by these By-Laws, and such additional powers and duties as may from time to time be prescribed by the Board. The same person may hold any two or more offices, except that the offices of President and Secretary may not be held by the same person unless all the issued and outstanding stock of the Corporation is owned by one person, in which instance such person may hold all or any combination of offices.

The initial officers of the Corporation shall be appointed by the initial Board of Directors, each to hold office until the meeting of the Board of Directors following the first annual meeting of shareholders and until his successor has been appointed and qualified. Thereafter, the officers of the Corporation shall be appointed by the Board as soon as practicable after the election of the Board at the annual meeting of members, and each officer so appointed shall hold office until the first meeting of the Board of Directors following the next annual meeting of members and until his successor has been appointed and qualified. Any officer may be removed at any time, with or without cause, by the affirmative vote therefor of a majority of the entire Board of Directors. All other agents and employees of the Corporation shall hold office during the pleasure of the Board of Directors. Vacancies occurring among the officers of the Corporation

shall be filled by the Board of Directors. The salaries of all officers of the Corporation shall be fixed by the Board of Directors.

Section 2. President. The President shall preside at all meetings of the members and at all meetings of the Board of Directors at which he may be present. Subject to the direction of the Board of Directors, he shall be the chief executive officer of the Corporation, and shall have general charge of the entire business of the Corporation. He may sign certificates of membership and sign and seal bonds, debentures, contracts or other obligations authorized by the Board, and may, without previous authority of the Board, make such contracts as the ordinary conduct of the Corporation's business requires. He shall have the usual powers and duties vested in the President of a corporation. He shall have power to select and appoint all necessary officers and employees of the Corporation, except those selected by the Board of Directors, and to remove all such officers and employees except those selected by the Board of Directors, and make new appointments to fill vacancies. He may delegate any of his powers to a Vice President of the Corporation.

Section 3. Vice President. A Vice President shall have such of the President's powers and duties as the President may from time to time delegate to him, and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors. During the absence or incapacity of the President, the Vice President, or, if there be more than one, the Vice President having the greatest seniority in office, shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the responsibilities of the office of President.

Section 4. Treasurer. The Treasurer shall have custody of such funds and securities of the Corporation as may come to his hands or be committed to his care by the Board of Directors. Whenever necessary or proper, he shall endorse on behalf of the Corporation, for collection, checks, notes, or other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depositories, approved by the Board of Directors as the Board of Directors or President may designate. He may sign receipts or vouchers for payments made to the Corporation, and the Board of Directors may require that such receipts or vouchers shall also be signed by some other officer to be designated by them. Whenever required by the Board of Directors, he shall render a statement of his cash accounts and such other statements respecting the affairs of the Corporation as may be required. He shall keep proper and accurate books of account. He shall perform all acts incident to the office of Treasurer, subject to the control of the Board.

Section 5. Secretary. The Secretary shall have custody of the seal of the Corporation and when required by the Board of Directors, or when any instrument shall have been signed by the President duly authorized to sign the same, or when necessary to attest any proceedings of the shareholders or directors, shall affix it to any instrument requiring the same and shall attest the same with his signature, provided that the seal may be affixed by the President

or Vice President or other officer of the Corporation to any document executed by either of them respectively on behalf of the Corporation which does not require the attestation of the Secretary. He shall attend to the giving and serving of notices of meetings. He shall have charge of such books and papers as properly belong to his office or as may be committed to his care by the Board of Directors. He shall perform such other duties as appertain to his office or as may be required by the Board of Directors.

Section 6. Delegation. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may temporarily delegate the powers or duties, or any of them, of such officer to any other officer or to any director.

## ARTICLE VII

### Membership Certificates

Section 1. Issuance. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signature or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

In case any officer or officers who shall have signed or whose facsimile signature or signatures shall have been affixed to any such certificate or certificates, shall cease to be such officer or officers of the Corporation before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation, and may be issued and delivered as though the person or persons who signed such certificates, or whose facsimile signature or signatures shall have been affixed thereto, had not ceased to be such officer or officers of the Corporation.

Any restriction on the transfer or registration of transfer of any membership certificate, card or other instrument shall be noted conspicuously on the certificate, card or other instrument.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on the last day of \_\_\_\_\_ in each year and shall begin on the next succeeding day, or shall be for such other period as the Board of Directors may from time to time designate with the consent of the Department of Taxation and Finance, where applicable.

## ARTICLE VIII

### Miscellaneous Provisions

Section 1. Stock of Other Corporations. The Board of Directors shall have the right to authorize any director, officer or other person on behalf of the Corporation to attend, act and vote at meetings of the Shareholders of any corporation in which the Corporation shall hold stock, and to exercise thereat any and all rights and powers incident to the ownership of such stock, and to execute waivers of notice of such meetings and calls therefor; and authority may be given to exercise the same either on one or more designated occasions, or generally on all occasions until revoked by the Board. In the event that the Board shall fail to give such authority, such authority may be exercised by the President in person or by proxy appointed by him on behalf of the Corporation.

Any stocks or securities owned by this Corporation may, if so determined by the Board of Directors, be registered either in the name of this Corporation or in the name of any nominee or nominees appointed for that purpose by the Board of Directors.

Section 2. Books and Records. Subject to the New Jersey NonProfit Corporation Act, the Corporation may keep its books and accounts outside of New Jersey.

Section 3. Notices. Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing.

Whenever any notice whatsoever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation or these By-Laws a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

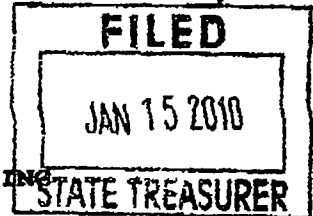
Section 4. Indemnification of Directors and Officers. The Corporation, to the fullest extent permitted by the NonProfit Corporation Act of the State of New Jersey, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Sections from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Sections. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person. The personal liability of any Director of the Corporation to the Corporation itself, or to its members, for damages for any breach of duty in such capacity is hereby eliminated; except that such personal liability shall not be

eliminated if a judgment or other final adjudication adverse to such Director establishes that his acts or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or that his acts violated the NonProfit Corporation Act.

Section 5. Amendments. Except as otherwise provided herein, these By-Laws may be altered, amended or repealed; and By-Laws may be made at any annual meeting of the members or at any special meeting thereof if notice of the proposed alteration, amendment or repeal, of By-Law or By-Laws to be made be contained in the notice of such special meeting, by the holders of a majority of the shares of stock of the Corporation outstanding and entitled to vote thereat; or by a majority of the Board of Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice of the proposed alteration, amendment or repeal, of By-Law or By-Laws to be made, be contained in the Notice of such Special Meeting.

**ESQ**

**CERTIFICATE OF INCORPORATION OF  
MTI INTEGRATED BUSINESS DEVELOPMENT, INC.**



under Title 15A:2-8 of the New Jersey Nonprofit Corporation Act

**THE UNDERSIGNED**, for the purpose of forming a corporation pursuant to Title 15A:2-8 of the Nonprofit Corporation Act of the State of New Jersey, does hereby certify and set forth:

[1] The name of the Corporation is:

01010006322

**MTI INTEGRATED BUSINESS DEVELOPMENT, INC.**

[2] The registered address of the Corporation and the registered agent, at that address, are stated as follows:

VA-New Jersey Healthcare System-MTI Integrated Business Development  
151 Knollcroft Road, Building 53, Room W4  
Lyon, New Jersey 07639  
Wendell Knight, Registered Agent

[3] The purpose or purposes for which the Corporation is formed are as follows:

To engage in any lawful act or activity for which corporations may be organized under the New Jersey Nonprofit Corporation Act; exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the New Jersey Nonprofit Corporation Act.

To provide housing, training and employment for Veterans.

To do any other act or thing incidental or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors or Officers except as permitted under Title 15A of the Nonprofit Corporation Act.

[4] IRS Provisions, as follows:

This Organization is organized and operated 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 Revenue Code.

Notwithstanding any other provision of these articles, the Corporation is organized for one or more of the purposes as specified

in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an Organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

The Organization shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income tax under Code Section 501(a) as an organization described in Code Section 501(c)(3), or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation to which contributions are deductible under Code Sections 170(c)(2), 2055 or 2522.

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 Court of Common Pleas 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.

In any taxable year in which the Organization is a private foundation as described in IRC Section 509(a), the Organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the Organization, shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), (b) retain any excess business holdings as defined in IRC Section 4943(c), (c) make any investments in such manner as to subject the Organization to tax under IRC Section 4944, or (d) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent Federal Tax Laws.

[5] Qualification for membership in the Corporation shall be set forth in the By-Laws of said Corporation.

[6] The rights and limitations of the different classes of members shall be set forth in the By-Laws of the Corporation.

[7] The method of electing trustees will be set forth in the By-

Laws of the Corporation.

(8) The term for existence of the Corporation shall be perpetual.

[9] There shall be three [3] Trustees comprising the First Board of Trustees; their names and addresses are as follows:

Kenya Clerville	897 Lorenz Avenue, Baldwin, New York	11510
Steven Joubert	1900 Shore Pkwy, Apt. F10, Brooklyn, NY	11214
Joanne Forbes	12 Jacata Road, Marlboro, New Jersey	07746

[10] The name and address of the Incorporator is hereby stated as follows:

Jodie Skibinsky  
99 Washington Avenue, Suite 702  
Albany, New York 12210

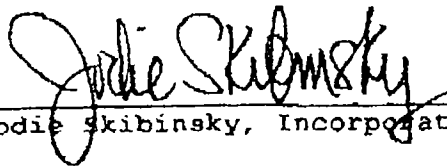
[11] The method of distribution of assets shall be set forth in the By-Laws of the Corporation.

[12] The effective date of the Certificate shall be the date of filing by the Department of State.

[13] The Corporation, to the fullest extent permitted by Title 15A, the NonProfit Corporation Act of the State of New Jersey, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Sections from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Sections. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of directors or trustees, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

[14] The personal liability of any Director of the Corporation to the Corporation itself, or to its Members, for damages for any breach of duty in such capacity is hereby eliminated; except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such Director establishes that his acts or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or that his acts violated Title 15A, the NonProfit Corporation Act of the State of New Jersey.

IN WITNESS WHEREOF, I have signed this Certificate on this  
15th day of January, 2010, and affirm the statements contained herein  
as true, under penalties of perjury.

A handwritten signature in cursive script that reads "Jodie Skibinsky". The signature is written in black ink and is positioned above a horizontal line.

Jodie Skibinsky, Incorporator

99 Washington Avenue, Ste. 702  
Albany, New York 12210