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FILED
JUL 06 2017
STATE TREASURER

**CERTIFICATE OF INCORPORATION
OF
ENGLEWOOD SID DISTRICT MANAGEMENT CORPORATION**

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The undersigned, of the age of eighteen years or over, for the purpose of forming a nonprofit corporation pursuant to the provisions of Title 15A of the New Jersey Revised Statutes, as it may be amended from time to time, known as the "New Jersey Nonprofit Corporation Act," does hereby execute the following Certificate of Incorporation:

FIRST: The name by which this corporation is to be known is "Englewood SID District Management Corporation"

SECOND: (A) The corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (collectively the "Code"), including without limitation for the purposes more particularly set forth below in this Article SECOND.

(B) More specifically, the purposes of the corporation are to provide a public benefit, to lessen the burdens of government to combat community deterioration and to assist the City Council of the City of Englewood, New Jersey in effectuating the purpose and intent of N.J.S.A. 40:56-65A, et seq. (the "Act") and the goals and purposes of a business improvement district to be located within the City of Englewood, which include:

1. Enhancing the safety, welfare and economic growth of the special improvement district of the City of Englewood (the "District"), the businesses within the District and the residents of the City of Englewood as a whole;

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2. Providing administrative and other services to benefit those businesses, property owners, tenants, inhabitants and consumers in the District; and

3. Assisting the City of Englewood in promoting economic growth and employment.

THIRD: As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. Adopt by-laws for the regulation of the corporation's affairs and the conduct of its business and to prescribe rules, regulations and policies in connection with the performance of its functions and duties;

2. Employ such persons as may be required, and fix and pay their compensation from funds available to the corporation;

3. Retain legal counsel;

4. Apply for, accept, administer and comply with the requirements respecting an appropriation of funds or a gift, grant or donation of property or money, provided such requirements are not in conflict with the provisions of Code section 501(c)(3);

5. Make and execute agreements which may be necessary or convenient to the exercise of the powers and functions of the corporation, including contracts with any person, firm, corporation, government agency or other entity;

6. Administer and manage the corporation's funds and accounts and pay its own obligations;

7. Borrow money from private lenders not to exceed 180 days and from government entities for that or longer periods;

8. Fund the improvement of the exterior appearance of properties in the District through grants or loans;

9. Fund the rehabilitation of properties in the District;

10. Accept, purchase, rehabilitate, sell, lease or manage property in the District;

11. Enforce the conditions of any loan, grant, sale or lease made by the corporation;

12. Provide security, sanitation and other services to the District, supplemental to those provided normally by the City of Englewood;

13. Undertake improvements designed to increase the safety or attractiveness of the District to businesses which may wish to locate there or to visitors to the District, including but not limited to, litter clean-up and control, landscaping, parking areas and facilities, recreational and rest areas and facilities, and those improvements generally permitted for pedestrian malls under N.J.S.A. 40:56-66;

14. Publicize and promote the District and the businesses included within the District boundaries;

15. Recruit new businesses to fill vacancies in, and to balance the business mix of, the District;

16. Organize special events in the District;

17. Provide special parking arrangements for the District;

18. Provide temporary decorative lighting in the District;
and

19. Take any other actions that are necessary and proper to achieve the purposes of the enabling legislation that are otherwise permitted by law, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purpose of the corporation and as may be exercised by an organization exempt from federal income tax under Code section 501(c)(3) and by an organization contributions to which are deductible under Code sections 170, 2055(a)(2) and 2522(a)(2).

FOURTH: The following provisions shall govern the organization, operation and dissolution of the corporation:

1. The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Code section 501(c)(3), or (b) cause it to lose such exempt status;

2. The corporation shall not be operated for the purpose of carrying on a trade or business for profit;

3. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. Notwithstanding the foregoing, any person may be paid such reasonable compensation for services rendered to the corporation in the capacity as trustee, officer, employee or otherwise, as the Board of Trustees shall deem reasonable and as provided in the Bylaws of the corporation, and any person may be reimbursed for any expenses, disbursements or liabilities made or incurred by such person for or on account of the corporation or in connection with the management and conduct of the affairs of the corporation.;

4. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office;

5. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code section 501(c)(3), or by an organization contributions to which are deductible under Code sections 170, 2055(a)(2), and 2522(a)(2), nor shall the corporation carry on, otherwise than as an insubstantial part of its activities, activities that are not in furtherance of the purposes specified in Article SECOND of this Certificate of Incorporation;

6. During any period in which the corporation may be classified as a private foundation within the meaning of Code section 509, the corporation shall distribute its income at such times and in such manner as to avoid taxation under Code section 4942, and the corporation shall not engage in any act of self-dealing (as defined in Code section 4941(d)), shall not retain any excess business holdings (as defined in Code section 4943(c)), shall not make any investments in such manner as to subject the corporation to tax under Code section 4944, and shall not make any taxable expenditures (as defined in Code section 4945(d)); and

7. Upon the liquidation, dissolution or termination of the corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, the assets of the corporation shall be distributed, pursuant to action of the Board of Trustees of the corporation, exclusively to one or more organizations which then qualify under the provisions of Code section 501(c)(3), as more particularly set forth in the corporation's bylaws.

FIFTH: The corporation may have members as determined by the Board of Trustees, from time to time, as set forth in the Bylaws of the corporation. Qualifications, election and privileges and obligations of the members shall be as determined by the Board of Trustees, from time to time, and as set forth in the Bylaws of the Corporation.

SIXTH: The method of electing trustees of the corporation, the terms of their incumbency, their voting rights and their qualifications, if any, shall be as set forth in the bylaws of the corporation. The number of trustees of the corporation shall be no less than three (3), and a maximum of nine (9). The initial board of trustees shall consist of the four (4) individuals whose names and respective addresses are as follows:

<u>Name</u>	<u>Address</u>
Marc Forman	2-10 North Dean Street Englewood, New Jersey 07631
Charles Cobb	2-10 North Dean Street Englewood, New Jersey 07631

Jason Rochwarger

40 North Dean Street
Englewood, New Jersey 07631

Bruce Koppel

16 Depot Square
Englewood, New Jersey 07631

SEVENTH: The place in which the operations of the corporation are principally to be conducted is the State of New Jersey, but the operations of the corporation shall not be limited to such territory.

EIGHTH: A trustee or officer of the corporation shall not be personally liable to the corporation or its members, if any, for damages for breach of any duty owed to the corporation or its members (if any), except that a trustee or officer shall not be relieved of liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its members, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

TENTH: The address of the registered office of the corporation, as well as the name of the registered agent at such address upon whom service of process against the corporation may be served shall be Robert S. Goldsmith, Greenbaum, Rowe, Smith & Davis LLP, 99 Wood Avenue South, Iselin, New Jersey 08830.

ELEVENTH: The name of the incorporators and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Charles Cobb	c/o City Clerk's Office, City of Englewood, 2-10 North Van Brunt Street Englewood, New Jersey 07631
Marc Forman	c/o City Clerk's Office, City of Englewood, 2-10 North Van Brunt Street Englewood, New Jersey 07631

Michael D. Cohen

c/o City Clerk's Office, City of Englewood,
2-10 North Van Brunt Street
Englewood, New Jersey 07631

Eugene Skurnick

c/o City Clerk's Office, City of Englewood,
2-10 North Van Brunt Street
Englewood, New Jersey 07631

Wayne Hamer


c/o City Clerk's Office, City of Englewood,
2-10 North Van Brunt Street
Englewood, New Jersey 07631

TWELFTH: The duration of the corporation shall be perpetual

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


[Signature page follows]

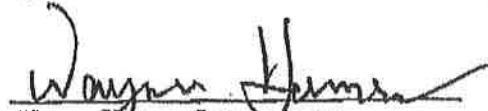
IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation on June 27, 2017.


Charles Cobb, Incorporator


Marc Forman, Incorporator


Michael D. Cohen, Incorporator


Eugene Skurnick, Incorporator


Wayne Hamer, Incorporator