







COPY

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JUL 17 1997

CERTIFICATE OF INCORPORATION
OF
FRIENDS OF PRINCETON CHARTER SCHOOL, INC.

LONNA E. HOOKS
Secretary of State

SECRETARY OF STATE
STATE OF NEW JERSEY

THE UNDERSIGNED, of the age of eighteen or over, for the purpose of forming a nonprofit corporation pursuant to the provisions of Title 15A, Corporation, Nonprofit, of the New Jersey Statutes, does hereby execute the following Certificate of Incorporation:

FIRST: The name of the Corporation is Friends of Princeton Charter School, Inc.

SECOND: The Corporation is organized and shall be controlled by, and operated exclusively for the benefit of, and to support the charitable purposes of, the Princeton Charter School, located in Princeton, New Jersey, (herein referred to as the "Supported Organization") which, as an educational organization, is an organization qualifying as a public charity pursuant to Section 509(a)(1) of the Internal Revenue Code (the "Code").

As described herein, this Corporation shall be operated exclusively for the benefit of, and to further the charitable and educational purposes of the Supported Organization. The Corporation's activities shall include all activities permissible for a tax-exempt, charitable public benefit corporation, with a special focus on: (i) acquiring and receiving contributions, gifts, bequests and devises, whether of real property, cash, cash equivalents, common stocks, bonds, or any other investment instruments, for the benefit of the Supported Organization, and the purchase, sale, or use thereof for the benefit of the Supported Organization; (ii) fund raising and solicitation of charitable contributions for the benefit of the Supported Organization; (iii) the making of grants to the Supported Organization, and other distributions of property and income to the Supported Organization, at the discretion of the Directors of the Corporation, (iv) making the Corporation's assets available for the use of the Supported Organization, through gift, contribution, sale, lease or otherwise, and (v) otherwise supporting and promoting the Supported Organization in the community.

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No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private persons, except 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 the Article SECOND.

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

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 509(a)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, and (b) by a corporation, contributions to which are deductible under Section 170 of the Code.

THIRD: The name of the registered agent of the Corporation upon whom service of process against the Corporation may be served is: Jane Hallett.

FOURTH: The address of the registered agent is: 575 Ewing Street, Princeton, New Jersey 08540

FIFTH: The Corporation shall not have members.

SIXTH: The principal office of the Corporation shall be located at 575 Ewing Street, Princeton, New Jersey 08540

SEVENTH: The method of electing Trustees shall be as set forth in the by-laws.

EIGHTH: The duration of the Corporation shall be indefinite.

NINTH: The first board of Trustees shall consist of the following three directors of the corporation:

(1) Jane Hallett
207 Russell Road
Princeton, New Jersey 08540

(2) Elizabeth H. Sword
280 Edgerstoune Road
Princeton, New Jersey 08540

- (3) Molly Kulkarni
70 Western Way
Princeton, New Jersey 08540

TENTH: The name and address of the incorporator is as follows:

Jennifer Chandler Hauge, Esq.
Post Office Box 225
Convent Station, New Jersey 07961

ELEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, pay over and deliver all of the assets of the Corporation to such organizations as would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code, and its Regulations, or corresponding section(s) 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 appropriate court in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

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

IN WITNESS WHEREOF the undersigned incorporator of the above name Corporation has hereunto signed this Certificate this Sixteenth day of July, 1997.

Jennifer Chandler Hauge
Jennifer Chandler Hauge, Esq.