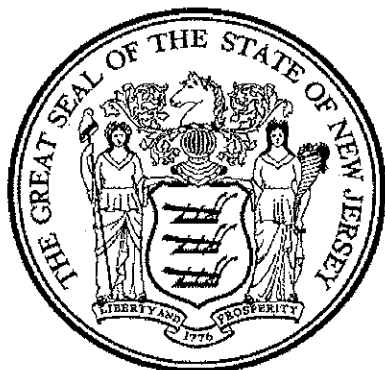


STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0100139090

THE GREAT SWAMP WATERSHED ASSOCIATION

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Amended and Restated Certificate of Incorporation
Filed in this office June 22, 2016
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



Certificate Number: 138704986

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
23rd day of June, 2016

A handwritten signature in cursive script, reading "Ford M. Scudder".

Ford M Scudder
Acting State Treasurer

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE GREAT SWAMP WATERSHED ASSOCIATION**

FILED JUN 22 2016 STATE TREASURER
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THIS IS TO CERTIFY that The Great Swamp Watershed Association, a New Jersey nonprofit corporation (the "Corporation"), does hereby adopt this Amended and Restated Certificate of Incorporation pursuant to N.J.S.A. 15A:9-5 and the other 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" (the "Act"), thus amending and restating its Certificate of Incorporation dated March 19, 1981 and filed with the New Jersey Department of the Treasury on March 31, 1981.

FIRST: The name of this Corporation is "The Great Swamp Watershed Association."

SECOND: The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the Corporation's purposes shall include but not be limited to protecting and improving the water resources of the Passaic River region, from the Great Swamp headwaters to Newark Bay, for present and future generations. Through education, advocacy, science, land preservation and stewardship, in collaboration with partners, the Corporation works to instill its communities with an awareness of water's effect on health and the beauty of the environment, from source to sea.

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

1. To solicit and receive contributions, donations, bequests and devises of real or personal property;
2. To make contributions, grants, loans, guarantees and other payments of money and extensions of credit to any organization, public or private, or individual;
3. To make and perform contracts and incur liabilities;
4. To delegate functions, conduct its activities through other organizations and individuals and to become a member of any committee or other organization;
5. To accept, acquire, receive, take, and hold by bequest, devise, grant, purchase, gift, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;

6. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law or this Amended and Restated Certificate of Incorporation ("Certificate of Incorporation");

7. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired;

8. To invest and reinvest its funds in such common or preferred stocks, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Code Section 501(c)(3); and

9. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate of Incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes 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 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 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;

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 or in opposition to any candidate for public office;

5. Notwithstanding any other provision of this Certificate of Incorporation, 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. In the event of the dissolution of the Association, no individual shall have any right, title, or interest in the net assets. In such event, the net assets, including all property interests (both fee and easement), shall be distributed entirely to or among one or more non-profit organizations, to be selected by the Board of Trustees, of which the organizations shall be devoted primarily to the purposes of the Association set forth in the Certificate or other purposes relating to the protection of the environment, generally; provided that no part of the

net earnings of such organizations inures to the benefit of any private shareholder or individual, except that any such private shareholder or individual shall be entitled to reasonable compensation for services rendered to or for such organization, and provided further, that no substantial part of such organizations' activities is the carrying-on of propaganda, or otherwise attempting to influence legislation. Appropriate state and governmental agencies shall be considered eligible to participate in such distribution. The Association may impose such additional conditions or restrictions on the transfer as the Board deems appropriate to better assure the property and easements so distributed, if any, will be monitored and enforced as per the terms of the conservation easement and intent of the Association.

FIFTH: The Corporation has members. The members' qualifications, rights and limitations, if any, shall be as set forth in the Corporation's bylaws. Without limiting the foregoing, members of the Corporation shall not be entitled to vote for any reason, including without limitation for the election of members of the Board of Trustees or as provided under the Act as a non-voting member.

SIXTH: The method of electing the 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 Corporation's bylaws shall provide the number (not less than 5) of the trustees of the Corporation, which number may be changed from time to time by resolution of the Board of Trustees without requiring an amendment of such bylaw provision, or as otherwise provided in the Corporation's bylaws.

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: Twenty one (21) persons currently serve as the trustees of the Corporation, and their names and addresses are set forth on Exhibit A, attached hereto.

NINTH: A trustee or officer of the Corporation shall not be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or its members, 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, are as follows:

K&L Certified Public Accountants, LLP
101 Towne Centre Drive
Hillsborough, NJ 08844

ELEVENTH: The duration of the Corporation shall be perpetual.

TWELFTH: This Amended and Restated Certificate of Incorporation shall become effective upon filing with the New Jersey Department of the Treasury.

IN WITNESS WHEREOF, the undersigned, an authorized officer of the Corporation, has hereunto signed this Amended and Restated Certificate of Incorporation on the 21st day of June, 2016.

THE GREAT SWAMP WATERSHED
ASSOCIATION

By: Sally Rubin

Name: Sally Rubin

Title: Executive Director

Exhibit A

<u>Name</u>	<u>Address</u>
Debra Apruzzese	676 Spring Valley Road Morristown, NJ 07960
David Budd	80 Overlook Road Morristown, NJ 07960
Michael Dee	204 Round Top Road Bernardsville, NJ 07924-2107
Phyllis Fast	498 Long Hill Road Gillette, NJ 07933
Mary Horn	101 Farley Road Whitehouse Station, NJ 08889
Jane Kendall	15 Lake Trail East Morristown, NJ 07960
Wade Kirby	45 Blue Mill Road Morristown, NJ 07960-4800
Matt Krauser	40 W. Park Place, Unit #404 Morristown, NJ 07960
Teresa Lane	30 N. Maple Avenue Basking Ridge, NJ 07920
John Neale	12 Belmont Avenue Madison, NJ 07940-2607
Lois Olmstead	126 Lee's Hill Road Basking Ridge, NJ 07920
Alan Pfeil	123 Cross Hill Road Millington, NJ 07946-1440
Kathy Pfeil	123 Cross Hill Road Millington, NJ 07946-1440
Tony Pinto	1170 Foothill Way Mountainside, NJ 07092-2004

Guy Piserchia

251 Deer Path
Meyersville, NJ 07933-1223

Nic Platt

c/o Hartley Farms Partners, LLC
637 Spring Valley Road
Morristown, NJ 07960-6468

Sally Rubin

568 Tempe Wick Road
Morristown, NJ 07960

Lisa Stevens

71 Prospect Street
Bernardsville, NJ 07924

Dot Stillinger

216 Noe Avenue
Chatham, NJ 07928

Nadine Vitro

2 Harrison Road
Succasunna, NJ 07876-1151

Giorgios (Yorgi) Vlamis

6 Fox Chase Lane
Morristown, NJ 07960-4733

**CERTIFICATE OF ADOPTION
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE GREAT SWAMP WATERSHED ASSOCIATION**

The undersigned, **THE GREAT SWAMP WATERSHED ASSOCIATION** (hereinafter referred to as the "Corporation"), organized and existing by virtue of the New Jersey Nonprofit Corporation Act (hereinafter referred to as the "Act"), pursuant to the provisions of Section 15A:9-5(e) of said Act, hereby executes the following certificate:

FIRST: The name of the Corporation is The Great Swamp Watershed Association.

SECOND: The Corporation has members. The members' qualifications, rights and limitations, if any, are as set forth in the Corporation's bylaws. Without limiting the foregoing, members of the Corporation are not entitled to vote for any reason, including without limitation for the election of members of the Corporation's Board of Trustees or as provided under the Act as a non-voting member.

THIRD: The attached Amended and Restated Certificate of Incorporation was adopted by the Corporation's Board of Trustees at a meeting duly called and held on June 21, 2016. The Corporation has twenty one (21) trustees, and eleven (11) trustees were present at the meeting. The number of trustees voting for the adoption of the Amended and Restated Certificate of Incorporation was eleven (11), and zero (0) trustees voting against the adoption of the Amended and Restated Certificate of Incorporation.

FOURTH: The attached Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation:

- (a) by deleting Article SECOND of the Certificate of Incorporation in its entirety and inserting the following in lieu thereof:

"SECOND: The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the Corporation's purposes shall include but not be limited to protecting and improving the water resources of the Passaic River region, from the Great Swamp headwaters to Newark Bay, for present and future generations. Through education, advocacy, science, land preservation and stewardship, in collaboration with partners, the Corporation works to instill its communities with an awareness of water's effect on health and the beauty of the environment, from source to sea."

- (b) by deleting Article THIRD of the Certificate of Incorporation in its entirety and inserting the following in lieu thereof:

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

1. To solicit and receive contributions, donations, bequests and devises of real or personal property;

2. To make contributions, grants, loans, guarantees and other payments of money and extensions of credit to any organization, public or private, or individual;

3. To make and perform contracts and incur liabilities;

4. To delegate functions, conduct its activities through other organizations and individuals and to become a member of any committee or other organization;

5. To accept, acquire, receive, take, and hold by bequest, devise, grant, purchase, gift, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;

6. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law or this Amended and Restated Certificate of Incorporation (“Certificate of Incorporation”);

7. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired;

8. To invest and reinvest its funds in such common or preferred stocks, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Code Section 501(c)(3); and

9. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a

corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate of Incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes 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).”

- (c) by deleting Article FOURTH of the Certificate of Incorporation in its entirety and inserting the following in lieu thereof:

“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 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 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;

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 or in opposition to any candidate for public office;

5. Notwithstanding any other provision of this Certificate of Incorporation, 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. In the event of the dissolution of the Association, no individual shall have any right, title, or interest in the net assets. In such event, the net assets, including all property interests (both fee and easement), shall be distributed entirely to or among one or more non-profit organizations, to be selected by the Board of Trustees, of which the organizations shall be devoted primarily to the purposes of the Association set forth in the Certificate or other purposes relating to the protection of the environment, generally; provided that no part of the net earnings of such organizations inures to the benefit of any private shareholder or individual, except that any such private shareholder or individual shall be entitled to reasonable compensation for services rendered to or for such organization, and provided further, that no substantial part of such organizations' activities is the carrying-on of propaganda, or otherwise attempting to influence legislation. Appropriate state and governmental agencies shall be considered eligible to participate in such distribution. The Association may impose such additional conditions or restrictions on the transfer as the Board deems appropriate to better assure the property and easements so distributed, if any, will be monitored and enforced as per the terms of the conservation easement and intent of the Association."

- (d) by deleting Article FIFTH of the Certificate of Incorporation in its entirety and inserting the following in lieu thereof:

"FIFTH: The Corporation has members. The members' qualifications, rights and limitations, if any, shall be as set forth in the Corporation's bylaws. Without limiting the foregoing, members of the Corporation shall not be entitled to vote for any reason, including without limitation for the election of members of the Board of Trustees or as provided under the Act as a non-voting member."

- (e) by adding the following Article SIXTH immediately following Article FIFTH to read in its entirety as follows:

“SIXTH: The method of electing the 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 Corporation’s bylaws shall provide the number (not less than 5) of the trustees of the Corporation, which number may be changed from time to time by resolution of the Board of Trustees without requiring an amendment of such bylaw provision, or as otherwise provided in the Corporation’s bylaws.”

- (f) by adding the following Article SEVENTH immediately following Article SIXTH to read in its entirety as follows:

“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.”

- (g) by adding the following Article EIGHTH immediately following Article SEVENTH to read in its entirety as follows:

“EIGHTH: Twenty one (21) persons currently serve as the trustees of the Corporation, and their names and addresses are set forth on Exhibit A, attached hereto.”

- (h) by adding the following Article NINTH immediately following Article EIGHTH to read in its entirety as follows:

“NINTH: A trustee or officer of the Corporation shall not be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or its members, 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.”

- (i) by adding the following Article TENTH immediately following Article NINTH to read in its entirety as follows:

“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, are as follows:

K&L Certified Public Accountants, LLP
101 Towne Centre Drive
Hillsborough, NJ 08844”

- (j) by adding the following Article ELEVENTH immediately following Article TENTH to read in its entirety as follows:

“ELEVENTH: The duration of the Corporation shall be perpetual.”

- (k) by adding the following Article TWELFTH immediately following Article ELEVENTH to read in its entirety as follows:

“TWELFTH: This Amended and Restated Certificate of Incorporation shall become effective upon filing with the New Jersey Department of the Treasury.”

; and

- (l) by adding the following Exhibit A immediately following the signature page thereto to read in its entirety as follows:

“Exhibit A

<u>Name</u>	<u>Address</u>
Debra Apruzzese	676 Spring Valley Road Morristown, NJ 07960
David Budd	80 Overlook Road Morristown, NJ 07960
Michael Dee	204 Round Top Road Bernardsville, NJ 07924-2107
Phyllis Fast	498 Long Hill Road Gillette, NJ 07933
Mary Horn	101 Farley Road Whitehouse Station, NJ 08889
Jane Kendall	15 Lake Trail East Morristown, NJ 07960
Wade Kirby	45 Blue Mill Road Morristown, NJ 07960-4800
Matt Krauser	40 W. Park Place, Unit #404 Morristown, NJ 07960
Teresa Lane	30 N. Maple Avenue Basking Ridge, NJ 07920
John Neale	12 Belmont Avenue

	Madison, NJ 07940-2607
Lois Olmstead	126 Lee's Hill Road Basking Ridge, NJ 07920
Alan Pfeil	123 Cross Hill Road Millington, NJ 07946-1440
Kathy Pfeil	123 Cross Hill Road Millington, NJ 07946-1440
Tony Pinto	1170 Foothill Way Mountainside, NJ 07092-2004
Guy Piserchia	251 Deer Path Meyersville, NJ 07933-1223
Nic Platt	c/o Hartley Farms Partners, LLC 637 Spring Valley Road Morristown, NJ 07960-6468
Sally Rubin	568 Tempe Wick Road Morristown, NJ 07960
Lisa Stevens	71 Prospect Street Bernardsville, NJ 07924
Dot Stillinger	216 Noe Avenue Chatham, NJ 07928
Nadine Vitro	2 Harrison Road Succasunna, NJ 07876-1151
Giorgios (Yorgi) Vlamis	6 Fox Chase Lane Morristown, NJ 07960-4733"

IN WITNESS WHEREOF, the undersigned, an authorized officer of the Corporation, has hereunto signed this Certificate of Adoption on the 21st day of June, 2016.

THE GREAT SWAMP WATERSHED
ASSOCIATION

By: Sally Rubin

Name: Sally Rubin

Title: Executive Director