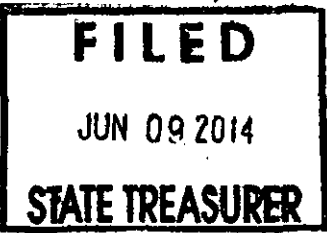


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CERTIFICATE OF INCORPORATION
OF
PROGRESSIVE NEW JERSEY, INC.

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The undersigned, who is over the age of eighteen (18) years, in order to form a corporation pursuant to the provisions of the New Jersey Nonprofit Corporation Act, as set forth in Title 15A of the New Jersey Statutes (the "Act"), hereby adopts the following Certificate of Incorporation:

ARTICLE I
NAME

The name of the corporation is: Progressive New Jersey, Inc. (the "Corporation").

ARTICLE II
REGISTERED AGENT AND ADDRESS

The initial registered agent of the Corporation is Gary Hirsch. The location and mailing address of the registered agent is 284 Kempsey Drive, North Brunswick, New Jersey 08902.

ARTICLE III
PURPOSES

The Corporation is organized for the purpose of promoting the social welfare, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"); and, within such limits, to support and further the common good and general welfare of the residents and local communities of the State of New Jersey for the betterment and/or improvement of public education, health care, economic growth and equality, and other public social welfare issues; and, consistent with the above, to exercise all powers available to corporations organized pursuant to the New Jersey Nonprofit Corporation Act, as amended (N.J.S.A. 15A:1-1 et seq.).

ARTICLE IV
POWERS

As a means of furthering its corporate purposes, the Corporation shall have all those powers conferred upon a nonprofit corporation by the Act, as the Act may be amended from time to time, subject, however, to the terms and limitations in this Certificate of Incorporation. Without limiting the breadth of these powers in any way, the Corporation shall have the power:

- (a) To solicit and receive contributions, donations, bequests, and devises of real or personal property;

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- (b) To make contributions, grants, loans, guarantees, and other payments of money and extensions of credit to any public or private organization or individual;
- (c) To enter into and perform contracts and incur obligations and liabilities;
- (d) To delegate functions, conduct its activities through other organizations and individuals, and become a member of any committee or other organizations;
- (e) To acquire, accept, plan, construct, operate, manage, receive, take, and hold, by bequest, devise, gift, purchase, grant, exchange, lease, transfer, judicial order or decree, or otherwise, any real or personal property of whatever kind, nature or description, and wherever located;
- (f) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any real or personal property;
- (g) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or other securities or property as the Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, gift, or grant, provided such limitations and conditions are not in conflict with Code Section 501(c)(4); and
- (h) To exercise such other powers as are necessary or incidental to the powers here conferred, or are conducive to the attainment of the purposes of the Corporation.

ARTICLE V
LIMITATIONS AFFECTING THE ORGANIZATION
OPERATION AND DISSOLUTION OF THE CORPORATION

Notwithstanding anything to the contrary elsewhere in this Certificate of Incorporation, the following provision shall govern the organization, management, operation and dissolution of the Corporation and shall limit the purposes and powers of the Corporation as set forth in Articles III and IV, respectively:

- (a) The Corporation shall not have or exercise any power, and shall not directly or indirectly engage in any activity, that would either (i) prevent the Corporation from obtaining exemption from federal income taxation under Code Section 501(c)(4), or (ii) cause the Corporation to lose such exempt status;
- (b) The Corporation shall exercise only those powers which are in furtherance of its tax-exempt purposes as set forth in Article IV, and only those powers which may be exercised by corporations exempt from taxation under Code Section 501(c)(4);
- (c) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof;

(d) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 herein; and

(e) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Sections 501(c)(3) or 501(c)(4) (or the corresponding section of any future federal or internal 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

ARTICLE VI
MEMBERSHIP

The Corporation shall not have members.

ARTICLE VII
BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees. Trustees shall be elected according to the procedures specified in the By-Laws. The initial Board of Trustees shall be composed of three (3) persons. The number of Trustees may be changed pursuant to the Corporation's By-Laws. The names and addresses of the persons who are members of the initial Board of Trustees are:

Gary Hirsch
284 Kempsey Drive
North Brunswick, New Jersey 08902

Marla Brooke Tusk
104 Willow Pond Court
Wyckoff, New Jersey 07481

Henry Plotkin
258 Lincoln Avenue
Highland Park, New Jersey 08904

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the Corporation is as follows: Gary Hirsch, 284 Kempsey Drive, North Brunswick, New Jersey 08902.

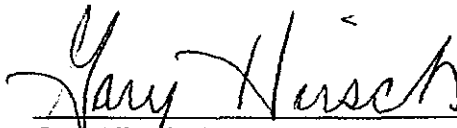
ARTICLE IX
DURATION

The period of the Corporation's existence shall be perpetual.

ARTICLE X
LIMITED LIABILITY

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 this provision shall not relieve a trustee or officer from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the Corporation or its members, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit.

IN WITNESS WHEREOF, I have executed this Certificate of Incorporation on June 9, 2014.



Gary Hirsch, Incorporator