

ARTICLES OF INCORPORATION

Friends of Carson Road Woods, Inc.

The undersigned, acting as the initial incorporator of a corporation pursuant to Title 15A of the State of New Jersey Permanent Statutes (New Jersey Nonprofit Corporation Act), adopts the following articles of incorporation for such corporation:

ARTICLE I - Name of Corporation

The name of the corporation is the "Friends of Carson Road Woods, Inc." hereinafter referred to as the "Friends."

ARTICLE II - Registered Agent and Office

The name and address of the initial registered agent and registered office of the Friends is:

Richard J. Miller
164 Carter Road
Princeton, NJ 08540-2103

ARTICLE III- Statement of Purpose

Section 1. The purposes for which the Friends is organized are as follows:

The Friends is organized exclusively for one or more purposes as specified in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Friends may receive and administer funds for scientific, educational, and/or charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

Section 2. The following are the specific purposes of the Friends, subject to amendment pursuant to its By-Laws:

- a) To advise Lawrence Township on the oversight and maintenance of Carson Road Woods and its environs;
- b) To serve as stewards of Carson Road Woods and its natural and agricultural environs;
- c) To guarantee that Carson Road Woods, excepting agricultural deed-restricted areas, remains open and accessible to the public;
- d) To ensure that Carson Road Woods remains basically undisturbed and in its natural state in perpetuity;
- e) To organize and carry out relevant public activities, such as educational hikes;
- f) To educate citizens on the historic, environmental, and agricultural value of Carson Road Woods, and
- g) To engage in other related activities, deemed necessary and proper by the Friends, in pursuit of the aforementioned objectives.

Article IV - Initial Directors

Section 1. The number of initial directors of the Friends, who shall serve as directors until the first meeting of its members, or until their successors have been duly elected and qualified, shall be: three (3), and the names and addresses of the initial directors are:

Benjamin T. Brickner
3 Belleview Terrace
Princeton, NJ 08540

Robert Hunsicker
84 Carson Road
Princeton, NJ 08540

Mark Rudnick
20 Karena Lane
Lawrenceville, NJ 08648

Section 2. Until the first organizational meeting of the Friends, or until their successors have been duly elected and qualified, Mr. Brickner shall serve as President and Chairman of the Board of Directors, Mr. Hunsicker shall serve as Vice President and Vice-chairman of the Board of Directors, and Mr. Rudnick shall serve as a Director, Secretary and Treasurer of the Friends of Carson Road Woods, Inc.

Section 3. Directors shall be citizens of the Township of Lawrence.

Section 4. Additional directors may be added pursuant to the By-Laws of the Friends.

Article V - Incorporator

The name and address of the incorporator of the Friends is:

Benjamin T. Brickner
3 Belleview Terrace
Princeton, NJ 08540

Article VI - Period of Duration

The period of duration of the Friends shall be perpetual, unless sooner dissolved pursuant to its By-Laws.

ARTICLE VII - Territory of Operations

The territory in which the operations of the Friends are principally to be conducted is the Township of Lawrence, County of Mercer, State of New Jersey, United States of America, but the operations of the Friends shall not be limited to such territory.

Article VIII - Membership Provisions

The classes, rights, privileges, qualifications, obligations, and manner of admission of members of the Friends shall be set forth and regulated by the By-Laws.

ARTICLE IX - Additional Provisions

Section 1. The Friends is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Friends, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Friends, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under Title 15A of the New Jersey Permanent Statutes (New Jersey Nonprofit Corporation Act).

Section 2. No part of the net earnings of the Friends shall inure to the benefit of any member, trustee, officer of the Friends, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Friends affecting one or more of its purposes, and no member, trustee, officer of the Friends, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Friends.

Section 3. No substantial part of the official activities of the Friends shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Friends, in their official capacities, shall not participate in or intervene in the publication or distribution of statements, or any political campaign on behalf of any candidate for public office.

Section 4. Upon the dissolution of the Friends, the assets of the Friends shall be distributed exclusively to one or more charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 the Superior Court of the County of Mercer, in which the principal office of the Friends is 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 X - Amendments

All provisions stated herein are subject to amendment pursuant to the By-Laws of the Friends, and as permitted by Title 15A of the New Jersey Permanent Statutes (New Jersey Nonprofit Corporation Act), and all other applicable local, state, and federal regulations.

IN WITNESS WHEREOF, the undersigned, acting in his official capacity as initial incorporator, has made and subscribed to these Articles of Incorporation at 226 West State Street, Trenton, New Jersey on July 7, 2003.

Benjamin T. Brickner

STATE OF New Jersey
COUNTY OF Mercer

The foregoing instrument was acknowledged before me this July 7, 2003.

Janet Cooper Myricks, Notary Public
State of New Jersey
My Commission Expires: July 2007

(SEAL)

Document signed, witnessed, and notarized on July 7, 2003

Document amended by unanimous consent of initial Board of Directors on July 24, 2003 (Action #01-2003)

Article III, Section 2, Subsection (c) amended by unanimous consent of initial Board of Directors on July 31, 2003 (Action #02-2003)