

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: ESSEX COMMUNITY LAND TRUST INC.
Business Id: 0101018598
Certificate Number: 6000002561

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT AN ORIGINAL CERIFICATE ON October 28, 2011 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
December 12, 2011 A.D.



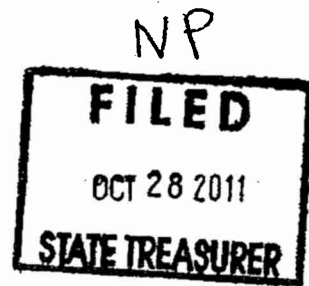
A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

Andrew P Sidamon - Eristoff
State Treasurer

VERIFY THIS CERTIFICATE ONLINE AT

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

CERTIFICATE OF INCORPORATION
OF
ESSEX COMMUNITY LAND TRUST INC.



FIRST. The name of the corporation is ESSEX COMMUNITY LAND TRUST INC. (the "Corporation").

SECOND. The Corporation shall be a non-profit corporation organized under the laws of the State of New Jersey. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

(a) to act for charitable purposes, specifically in the development of affordable housing for low and moderate income households by means of the creation of community land trusts, providing opportunities for low and moderate income people to secure housing that is decent and affordable, combating community deterioration in economically disadvantaged neighborhoods, taking ownership of and leasing real property, through stewardship of such properties and by encouragement and facilitation of home ownership and related activities (the "Specified Purposes"); and

(b) to engage in any lawful act or activity for which corporations may be organized under the laws of the State of New Jersey that are incidental to and necessary or convenient for the accomplishment of the purposes stated in (a) above, including such other actions as may be permissible for corporations designated as nonprofit organizations under Section 501(c)(3) of the Internal Revenue Code of the United States.

No part of the 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 Specified Purposes. The property of this Corporation is irrevocable dedicated to the Specified Purpose and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

No substantial part of the activities of the Corporation shall be the carrying on of lobbying, 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 on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the Specified Purposes.

THIRD. There shall be no members of the Corporation.

FOURTH. The method of electing trustees of the Corporation shall be set forth in the bylaws of the Corporation.

FIFTH. The initial registered office of the Corporation in the State of New Jersey is located at 60 S. Fullerton Avenue, Suite 206, Montclair, NJ 07042. The name and address of its registered agent at such address is Harold Simon.

SIXTH. The governing board of the Corporation shall be known as the board of trustees, and the number of trustee may from time to time be increased or decreased in such manner as shall be provided by the bylaws of the Corporation. The names and addresses of the first board of trustees, which shall be three in number, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Drew Curtis	317 Elm Street, Newark, NJ 07105
Harold Simon	60 S. Fullerton Ave. Suite 206 Montclair, NJ 07042
Marcia Marley	41 Watchung Plaza #332 Montclair, NJ 07042

SEVENTH. The name and post office address of the incorporator signing the certificate of incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harold Simon	60 S. Fullerton Ave. Suite 206 Montclair, NJ 07042

EIGHTH. The Corporation is to have perpetual existence.

NINTH. The method of distribution of the assets of the Corporation upon distribution shall be set forth in the bylaws of the Corporation.

TENTH. To the fullest extent permitted by the New Jersey Nonprofit Corporation Act as the same exists or may hereafter be amended, a trustee of this Corporation shall not be personally liable to this Corporation for monetary damages for breach of fiduciary duty as a trustee. Any repeal or modification of this Article TENTH shall not adversely affect any right or protection of a trustee of this Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

ELEVENTH. (A) This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this Corporation), by reason of the fact that he is or was a trustee, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a trustee,

officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such act, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of this Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(B) Expenses incurred by an officer or trustee in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of such trustee or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of trustees deems appropriate.

(C) In addition to the right of indemnification provided for in this Article ELEVENTH, this Corporation shall, to the fullest and broadest extent permitted by applicable law, including, without limitation, the New Jersey Nonprofit Corporation Act as they may be amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

(D) The right of indemnification provided by this Article ELEVENTH shall apply as to action by any person in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(E) The right of indemnification provided by this Article ELEVENTH shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote or stockholders or disinterested trustee or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executor and administrators of such a person.

(F) The right of indemnification provided by this Article ELEVENTH shall be deemed to be a contract between this Corporation and each trustee, officer, employee or agent of this Corporation who serves in such capacity, both as to action in his official capacity and as to action in another capacity while holding such office, at any time while this Article ELEVENTH and applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(G) Notwithstanding any provision of this Article ELEVENTH to the contrary, this Corporation may, but shall not be obligated to, purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of this corporation, or is or was serving at the request of this Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have the power to indemnify him or her against such liability.

(H) For purposes of this Article ELEVENTH, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a trustee, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such trustee, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries, and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner he or she reasonably believed to be in the interest of the participant and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article ELEVENTH.

TWELFTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the certificate of incorporation, in the manner now or hereafter prescribed by statute, or by the certificate of incorporation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the New Jersey Nonprofit Corporation Act, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hands this ___th day of October, 2011.

Handwritten Signature

On this 14th day of October, 2011, before me, a Notary Public personally appeared Charles Simon, who acknowledged that he executed the above instrument.

Gene M. Claron
An attorney-at-law of New Jersey
Notary Public