

CERTIFICATE OF INCORPORATION
CENTER FOR REGENERATIVE COMMUNITY SOLUTIONS
A NJ Nonprofit Corporation

The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of Title 15A, Revised Statutes of New Jersey, does hereby execute this Certificate of Incorporation:

FIRST: The name of the corporation is CENTER FOR REGENERATIVE COMMUNITY SOLUTIONS, a NJ Nonprofit Corporation (the “Corporation”).

SECOND: The Corporation is organized and operated exclusively for educational and charitable purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including but not limited to:

1. Providing local communities with educational services regarding the effects of current and anticipated climate change and related weather issues that affect their long term ability to regenerate their ecological, sociological and economic systems,
2. Providing local government institutions with assistance and leadership to undertake actions, programs and initiatives to reduce dependence upon fossil fuel energy and promote renewable energy programs, projects, sources and systems,
3. Providing small businesses and non-profit organizations with partnership, funding, and support to undertake actions, programs and initiatives that anticipate and ameliorate the present and future impacts of unsustainable energy usage and extreme weather events and other climate change effects, especially in low and moderate-income communities, including communities impacted by Hurricane Sandy.

THIRD: The Corporation shall not have members.

FOURTH: The method of electing Trustees shall be as set forth in the bylaws of the Corporation.

FIFTH: The address of the Corporation's initial registered office is 8 Revere Drive, Basking Ridge, New Jersey 07920 and the name of the Corporation's initial registered agent at such address is Jonathan Cloud

SIXTH: The number of Trustees constituting the first Board of Trustees is three (3), and the names and addresses of the persons who are to serve as such Trustees are:

Jonathan Cloud	8 Revere Drive Basking Ridge, NJ 07920
Victoria Zelin	8 Revere Drive Basking Ridge, NJ 07920
Gustav E. Escher III	42 Governors Lane Princeton, NJ 08540

The bylaws shall provide the number (not less than 3) of Trustees other than the first board.

SEVENTH: The name and address of the incorporator is Jonathan Cloud, 8 Revere Drive, Basking Ridge, NJ 07920.

EIGHTH: Upon dissolution of the Corporation the Board of Trustees shall, after paying all of the liabilities of the Corporation, or making provisions for such payment, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organizations(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization under section 501(c)(3) of the Code, or to the Federal or a state or local government, for a public purpose, as the Board of Trustees shall determine. 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 organizations(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the 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 in Article SECOND hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting 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 any candidate for public office. Notwithstanding any other provision 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 purposes of this corporation, or not permitted under section 501(c)(3) of the Code or the laws of the State of New Jersey.

TENTH: In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Code, the Corporation (1) shall distribute its income for such period at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (4) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ELEVENTH: Trustees or officers of the Corporation shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except any breach of duty based upon an act or omission:

1. In breach of such person's duty of loyalty to the Corporation; or
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.

TWELFTH: The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 15A:3-4 of Title 15A, Corporations, Nonprofit, and to the full extent otherwise permitted by law.

IN WITNESS WHEREOF, the undersigned has executed the Certificate of Incorporation this *10th day of January, 2013*.



Jonathan Cloud, Incorporator

Incorporator