

PATERSON HABITAT FOR HUMANITY, INC.  
CERTIFICATE OF AMENDMENT  
AND RESTATED CERTIFICATE OF INCORPORATION

**F I L E D**

FEB 17 1995

To: The Secretary of State  
State of New Jersey

LONNA R. HOOKS  
Secretary of State

Pursuant to the provisions of Section 15A-9-5 of the New Jersey Nonprofit Corporation Act, Paterson Habitat for Humanity, Inc. (the "Corporation") adopts the following Certificate of Amendment to its Certificate of Incorporation which amends and restates in its entirety, the Certificate of Incorporation.

- I. The name of the Corporation is Paterson Habitat for Humanity, Inc.
- II. The following Amendment and Restated Certificate of Incorporation was adopted by the members of the Corporation on January 14, 1995. The members of the Corporation adopting the within Certificate constituted more than two-thirds of the voting members present at the adjourned Annual Meeting of the Corporation held on January 14, 1995:

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

- FIRST: The name of this Corporation is Paterson Habitat for Humanity, Inc.
- SECOND: The purpose of the Corporation is set forth in Exhibit "A" attached hereto.
- THIRD: The Corporation shall have two classes of members which shall be designated as:
- (a) General Members; and
  - (b) Board of Director Members ("Board of Trustees Members") which class shall be the voting members of the Corporation. The additional rights and limitations of each class of member and the qualification for membership of each class of members of the Corporation shall be set forth in the By-Laws of the Corporation.
- FOURTH: The address of the Corporation's registered office is 1615 Hamburg Turnpike, Wayne, New Jersey 07470 and the name of the registered agent at that address is Anthony J. La Sala, Esq.
- FIFTH: The Officers of the Corporation, their powers, duties, manner of selection and terms of office shall be as set forth in the By-Laws of the Corporation.

**SIXTH:** Dissolution of this Corporation shall be in accordance with the provisions of the By-Laws of this Corporation, so far as the same shall be in accordance with and subject to the provisions of the laws of the State of New Jersey, and of any other jurisdiction in which this Corporation is doing business or which regulates the affairs, conduct and management of this Corporation. Upon the dissolution or winding up of the Corporation, after paying or adequately providing for the debts and obligations thereof, unless provided for otherwise in the By-Laws, any remaining assets shall be distributed to a nonprofit organization selected by the Corporation's then Board of Trustees, that is engaged in activities substantially similar to those of the Corporation and that is then qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

**SEVENTH:** The authorized number of Trustees ("Directors") of the Corporation shall be not less than 10 nor more than 25 as the Board of Directors shall determine from time to time. The method of selection and powers and duties of the Board are as set forth in the By-Laws of the Corporation.

**EIGHTH:** The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law.

**NINTH:** No trustee, director, member, or officer of the Corporation will a such receive or become entitled to receive at any time any part of the net earnings or other net income of the Corporation, nor will any part of the net earnings of the Corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, nor will the Corporation carry on propaganda or otherwise attempt to influence legislation, nor will the Corporation participate or intervene in any political campaign on behalf of any candidate for public office.

**TENTH:** The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

**ELEVENTH:** The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**TWELFTH:** The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

**THIRTEENTH:** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding

provisions of any subsequent federal tax laws.

**FOURTEENTH:** The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

**FIFTEENTH:** The period of existence of the Corporation shall be perpetual.

**SIXTEENTH:** The number of voting members voting for the within Amended and Restated Certificate of Incorporation is 13 ; the number of voting members voting against the Amended and Restated Certificate of Incorporation is 0 ; and the number of voting members present at the meeting that the within Amended and Restated Certificate of Incorporation was adopted is 13 . This Amended and Restated Certificate of Incorporation is to become effective immediately upon the filing of the within Certificate with the Secretary of State.

Dated: January 14, 1995

PATERSON HABITAT FOR HUMANITY, INC.

By:   
Anthony Sigacore, President

EXHIBIT "A"  
PATERSON HABITAT FOR HUMANITY, INC.

**Preface**

Habitat for Humanity International and the Habitat for Humanity affiliate work as partners in this ecumenical Christian housing ministry. The affiliate works with donors, volunteers, and homeowners to create decent, affordable housing for those in need, and to make shelter a matter of conscience with people everywhere. Although Habitat International will assist with information resources, training, publications, prayer support, and in other ways, the affiliate is primarily and directly responsible for the legal, organizational, fund raising, family selection and nurture, financial, and construction aspects of the work.

**Mission Statement**

Habitat for Humanity works in partnership with God and people everywhere, from all walks of life, to develop communities with God's people in need by building and renovating houses so that there are decent houses in decent communities in which people can live and grow into all that God intended.

**Method of Operation**

Habitat for Humanity sponsors projects in habitat development, by constructing modest but adequate housing. Habitat also seeks to associate with other organizations functioning with purposes consistent with the official purposes of Habitat for Humanity International and the affiliate, as stated in the Articles of Incorporation of both Habitat organizations.

**Foundational Principles**

1. Habitat for Humanity seeks to demonstrate the love and teachings of Jesus Christ to all people. While Habitat is a Christian organization, it invites and welcomes affiliate board and committee members, volunteers, and donors from other faiths actively committed to Habitat's Mission, Method of Operation, and Principles. The Board will reflect the ethnic diversity of the area to be served.
2. Habitat for Humanity is a people-to-people partnership drawing families and communities in need together with volunteers and resources to build decent affordable housing for needy people. Habitat is committed to the development and uplifting of families and communities, not only to the construction of houses.
3. Habitat for Humanity builds, renovates, and repairs simple, decent and affordable housing with people who are living in inadequate housing and who are unable to secure adequate housing by conventional means.
4. Habitat for Humanity selects homeowner families according to criteria that do not discriminate on the basis of race, creed, or ethnic background. All homeowners contribute "sweat equity"; they work as partners with the affiliate and other volunteers to accomplish Habitat's mission both locally and worldwide.
5. Habitat for Humanity sells houses to selected families with no profit or interest added. House payments will be used for construction or renovation of additional affordable housing.
6. Habitat for Humanity is a global partnership. In recognition of and commitment to that global partnership, each affiliate is expected to contribute at least 10% of its cash contributions to Habitat's international work. Funds specifically designated, by a donor, for local work only may be excluded from the tithe.
7. Habitat for Humanity appeals to the stewardship of Christians and others of good will in the sharing of their resources with the economically poor. Habitat also works in partnership with government to alleviate poverty housing. However, Habitat has chosen to operate under a self-imposed discipline which restricts that partnership. Government funds cannot be accepted for actual construction expenses or administrative expenses, but can be used for acquiring land, acquiring houses to be remodeled, constructing streets or sidewalks, accessing utilities, etc.- setting the stage to build - provided no strings are attached that violate Habitat principles.