

CERTIFICATE OF INCORPORATION

of

A. Y. H. OUTDOOR CLUB OF SOUTH JERSEY, INC.

BURLINGTON COUNTY

Recorded

May 23, 1980

SECRETARY OF STATE

Recorded

June 11, 1980

The undersigned six persons, all of whom are citizens of the United States, desiring to form a non-profit Corporation under Title 15 of the Laws of the State of New Jersey and Title 26 of the United States Internal Revenue Law, do hereby CERTIFY:

First: The name of the Corporation shall be A. Y. H. OUTDOOR CLUB OF SOUTH JERSEY, INC.

Second: The location of the principal office of the Corporation shall be 9 Randolph Drive, Township of Mt. Holly, County of Burlington and State of New Jersey, 08060.

Third: The name of the Agent in and in charge of the principal office upon whom process against the Corporation may be served is Bert Nixdorf.

Fourth: Said Corporation is organized exclusively for the purpose of providing opportunities extending the individual's knowledge and appreciation of his environment through experience in outdoor activities, under the sound leadership and sensibly guided program objectives in connection with the aims and objectives of the American Youth Hostels organization and for other charitable, instructive and scientific purposes, with no part of the earnings of the Corporation inuring to the benefit of any private person or member.

Said intention of the incorporators herein is to qualify pursuant to Sections 501 (c) (3) and 501 (c) (7) of the Internal Revenue Code of 1954, or the corresponding provision of any future or replacement section of the United State Internal Revenue Law.

Fifth: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, trustees, officers, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in futherance of the purposes set forth in Article Fourth hereof. No substantial part of the activities of the Corporation shall be the carrying on of

propaganda, 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (A) by a Corporation exempt from Federal Income Tax under Sections 501 (c) (3) and 501 (c) (7) of the internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (B) by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Sixth: Upon the dissolution of the Corporation, the Procedure Committee/Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Procedure Committee/Board of Trustee shall determine.

Any of the said assets not so disposed of shall be disposed of by the Superior Court of the New Jersey situated in the county wherein the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Seventh: Trustees and officers of the Corporation shall be members in good standing of the Outdoor Club of South Jersey, Inc. or its predecessor organization for a period of time determined by the Procedure Committee/Board of Trustees as rendering them fit for such office.

Eighth: The power to make and alter by-laws shall be in the Procedure Committee/Board of Trustees, no less than three in number, subject to the power of the membership of the Corporation to alter or repeal the by-laws as provided by law.

Ninth: There shall be appointed one (1) standing committee which shall be called the Procedure Committee/Board of Trustees. This group shall be charged with overseeing the operation of the Club. Its duties shall be, but not limited to:

1. Shall create and approve changes in the procedure and operation of the club, as required.
2. Shall approve and place before the membership all constitutional amendments.
3. Shall review the objectives and guidelines as set by the officers.
4. Shall approve all expenditure of Club funds over 100.00.
5. Shall review and approve the Club's books, audit as necessary and approve investment of the Club's excess funds.
6. Shall receive and act on complaints about leadership as brought before it by the Club's officers.
7. The president may add to these duties as required.

The Procedure Committee/Board of Trustees shall be composed of twelve (12) members. The President shall appoint six members to the Committee each year. The term shall be two (2) years. These six shall be:

1. The current Club officers
2. The remainder shall be appointed from the membership at large.
3. Should a Club officer be re-elected, the second year of his term shall be filled by a one-year appointment

These articles may be amended or altered by a majority vote of the Procedure Committee/Board of Trustees at any meeting held not less than ten (10) days after written notice, formal or informal, stating the amendments to be considered at the meeting, has been given the general membership of the Corporation, followed by a majority vote of the membership at such meeting, or at any annual meeting of the Corporation, without prior notice.

Tenth: The Trustees and other officers, including, but not restricted to, activity, group, unit, guide or other leaders duly authorized to conduct the activities of the corporation, shall be indemnified by the Corporation against reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding in which such trustee, officer or leader or his legal representative is a party by reason of his being or having been such trustee officer or leader. The indemnification herein provided shall be subject to such conditions, limitations and restrictions as may be imposed thereon by law from time to time, and shall be in addition to and not in restriction or limitation of any other privilege or power which the corporation may otherwise have with respect to the indemnification or reimbursement of trustees, officers and leaders.

Eleventh: The Trustees and officers of the Corporation shall at all time keep the books of the Corporation in the State of New Jersey.

Twelfth: At all times, at least one member of the Procedure Committee/Board of Trustees shall be a resident of this State and at least one member of any executive committee appointed by the Procedure Committee/Board of Trustees shall be a resident of this State.

Thirteenth: At all times and in every election, every member of the Corporation shall have one vote, proxy voting shall not be permitted and cumulative voting is prohibited.

Fourteenth: ELECTIONS: Section 1:
Election of Club officers shall be held at the October meeting. Installation of newly elected officers shall take place at that time. Election shall be by ballot from a slate chosen either by a Nominating Committee and/or nominations in open meeting. A majority of all Club members present shall elect in all cases, provided the nominee shall have had an opportunity to decline.

Section 2: Officers shall hold office 12 months, or until their successors are elected and duly installed, or qualified.

Section 3: Vacancy in office during the period may be filled by appointment of the Club president with the concurrence of the Executive Committee.

Section 4: At a meeting of the Executive Committee or Club at least 30 days preceding the Annual Meeting, the president shall appoint a Nominating Committee of three (3) members to nominate the designated Club officers.

Fifteenth: The procedure Committee/Board of Trustees may appoint an Executive Committee from among its members or from the Membership at large, which shall exercise the powers of the Trustees during the intervals between meetings of the Trustees, except that the Executive Committee shall not declare or approve of any action contrary to the purposes set forth in Articles Fourth, Fifth and Sixth hereof, nor shall such committee alter or repeal any by-law of the corporation, or elect or appoint any officer or Trustee, or take any step toward merger, consolidation or dissolution of the Corporation, or do any act outside the usual course of conduct of the Corporation.

Sixteenth: The following officers shall be elected annually and shall serve until duly replaced:

DUTIES OF OFFICERS:

President: Shall coordinate and supervise total Club program, preside at Club meetings and executive meetings.

Vice-Pres: Shall assist President in carrying out Club responsibilities and shall serve in his absence.

Secretary: Shall take minutes at Club and executive meetings, issue minutes and general notices and announcements.

Treasurer: Shall keep and prepare all Club financial records and transactions, make necessary reports to sponsoring organization.

The Names and Addresses of the persons who are the initial Trustees of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Deleana A. Adams	Willingboro, N.J.
William Marshall	Haddon Heights, N.J.
Harold G. Rosner	Lindenwold, N.J.
Richard Greve	Mt. Holly, N.J.
Bea Wojick	Burlington, N.J.
Annemarie Seifried	Riverside, N.J.
Marie Shephard	Phila., Penna.
I. Lin Doughty	Cherry Hill, N.J.
Henry Papit	Medford, N.J.
S.H. Buder	Moorestown, N.J.
Jos. N. Trujillo	Sewell, N.J.
Bert Nixdorf	Mt. Holly, N.J.

I certify that this is a true and accurate copy of the Certificate of Incorporation of the A.Y.H. Outdoor Club of South Jersey done this fifth day of January in the year nineteen hundred and ninety.


Thomas P. Brooks, President

Said Trustees shall serve for a period of one year or until successors are duly elected and installed or qualified.

IN WITNESS WHEREOF, we Have Hereunto Subscribed Our Names this 24th day of APRIL, 1980, as Incorporators.

<u>Bert Nixdorf</u> Bert Nixdorf	LS	<u>9 Randolph Dr. Mt. Holly NJ</u> 180
<u>Deliana A. Adams</u> Deliana A. Adams	LS	<u>111 Edge La. Willingboro, N.J.</u> 080
<u>Bowie Marie Shephard</u> Bowie Marie Shephard	LS	<u>4400 Hurley St. Phila.</u> 19
<u>Annamarie P. Seifried</u> Annamarie P. Seifried	LS	<u>719 Taylor St. River side N.J.</u> 080
<u>Joseph N. Trujillo</u> Joseph N. Trujillo	LS	<u>2 Livingston Rd Sewell N.J.</u> 080
<u>Richard K. Greve</u> Richard K. Greve	LS	<u>115 Dawn Dr. Mt. Holly NJ</u> 080

State of New Jersey ss
County of Burlington

Be it remembered that on this 24th day of APRIL, 1980, before me, the subscriber, William K. Lodge, an Attorney at Law of the State of New Jersey personally appeared the above set Incorporators

who I am satisfied are the grantors and incorporators mentioned in and who execute the within indenture, and to whom I first made known the contents thereof, and thereupon they acknowledged that they signed, sealed, and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

In Witness whereof I have hereunto set my hand and affixed my seal the day and year aforesaid.

William K. Lodge
William K. Lodge
Attorney at Law of New Jersey LS

RESOLUTION IN COMPLIANCE WITH N.J.S.A. 15:1-12.

WHEREAS, Notice has heretofore been given the general membership of the AYH Outdoor Club of South Jersey that the general membership would act upon a resolution to incorporate the association into the AYH Outdoor Club of South Jersey, Inc., and,

WHEREAS, the Trustees (Procedure Committee) has heretofore, after notice, endorsed such resolution and called for action on same at a general meeting, and,

WHEREAS, at a general meeting of the association on May 8, 1980, a resolution calling for incorporation was submitted to the membership and unanimously passed, be it

RESOLVED: Articles of Incorporation along with a copy of this certificate shall be presented to the Secretary of State and to the County Clerk, as provided in the above-mentioned statute.

Date:

May 15, 1980


Bert Nixdorf, President


Attest:

Date:

May 13, 1980


Deleana A. Adams, Secretary

BE IT KNOWN that on the 15th day of May, 1980, before the subscriber, an Attorney at Law of the State of New Jersey, personally appeared Bert Nixdorf and Deleana A. Adams who, I am satisfied is a party or parties mentioned in the foregoing Resolution and the contents thereof being by me first made known to them did thereupon acknowledge that they signed, sealed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.


Attorney at Law of New Jersey

K. J. ...
Bv

I, The Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy of CERTIFICATE OF *Incorporation* and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the *11th* day of *June*, A.D. 1980. and now remaining on file and of record therein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this *11th* day of *June*, 1980, A.D.

SECRETARY OF STATE
DONALD LAN

RECORDED

MAY 23 2 20 PM '80

BURLINGTON COUNTY
Edward A. Gandy
CLERK

24754

RECEIVED *5-23-80*
at *2:20* o'clock *P* M

and Recorded in the Clerk's Office
of Burlington County at Mt. Holly
in Book *12 of Incorporations*
folio 1261

1 A M. 7. 1980

