

FILED

CERTIFICATE OF INCORPORATION
OF
HUDSON RIVER WATERFRONT CONSERVANCY OF NEW JERSEY, INC. JANE BURGIO

Secretary of State

The Undersigned, being over the age of eighteen years, for the purpose of forming a corporation under the New Jersey Nonprofit Corporation Act, hereby certify as follows:

FIRST: The name of the corporation is Hudson River Waterfront Conservancy of New Jersey, Inc. (the "Corporation").

SECOND: The Corporation shall be organized and operated exclusively for charitable, educational and scientific purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue code of 1954 as amended, (or the corresponding provisions of any future United States Internal Revenue Law). The purposes for which the Corporation is organized are:

- (a) To acquire by purchase, gift, lease or otherwise, and to hold, preserve, protect, improve, conserve and manage waterfront and other real property and interests therein in the Lower Hudson River Corridor in New Jersey.
- (b) To conserve, maintain and enhance the open space, scenic and recreational values of all real property and interests therein which this Corporation may at any time own or hold, to preserve the same in a natural, scenic or open condition, and to protect and conserve the natural resources located on or in all such real property and interests.
- (c) To provide opportunities for the general public to enjoy access to the Lower Hudson River Corridor and the real property and interests therein owned or held from time to time by this Corporation, on such terms and subject to such limitations as the Board of Trustees of this Corporation may determine, consistent with the principal purpose of this Corporation; namely, assuring that the natural resources and the open space scenic values of the Lower Hudson River Corridor and the real property and interests of the Corporation are adequately protected.
- (d) To assist in the promulgation and enforcement of regulations, rules and standards governing the design, management, and maintenance and use of the Hudson Waterfront Walkway.

THIRD: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, to make reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, and to make payments and distributions in furtherance of the purposes set forth herein.

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 for) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law.)

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 Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The Corporation shall have no members.

FIFTH: The method of electing trustees will be as set forth in the by-laws.

SIXTH: The number of trustees constituting the first board is seven (7), and the names and resident or other addresses where mail is received by the persons who are to serve as such trustees are:

NAME	ADDRESS
Jack Huston	Colgate Palmolive, 300 Park Avenue, New York, NY 10022
Barbara Kauffman	87 Chestnut Street, Montclair, NJ 07042
Betty Kearns	Dept. of Housing & Economic Dev., 26 Journal Square, Jersey City, NJ 07306
John Lester	Paulus Hook Historic Association, 105 Sussex Street, Jersey City, NJ 07305
Heleen Mahogue	1108 Park Avenue, Apt. #6, Hoboken, NJ 07030
Charles Simberg	Harborside Financial Center, Exchange Place, Jersey City, NJ 07094
Peter Stein	Trust for Public Land, 666 Broadway, NY, NY 10012

The by-laws shall provide the number of trustees other than the first board.

SEVENTH: The actual location address and the postal destination (if different) of the Corporation's initial registered office is Clapp and Eisenberg, 80 Park Plaza, Newark, New Jersey 07102, and the name of the Corporation's initial registered agent at such address is Carol A. Casazza.

EIGHTH: The names and address of the incorporator is:

Peter R. Stein
The Trust for Public Land
666 Broadway
New York, NY 10012-2317

NINTH: The Corporation shall have all of the powers granted to nonprofit corporations by the Laws of the State of New Jersey, as amended and supplemented from time to time.

TENTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for payment of all existing valid liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 as amended (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, Chancery Division, exclusively for such purposes or to such organizations; as said Court shall determine, which are organized and operated exclusively for such purposes. No part of the assets of the Corporation may be distributed to any trustee or officer.

ELEVENTH: Every current or former trustee, officer, employee, or other corporate agent of the Corporation (as defined in N.J.S. 15:3-4) shall be entitled to indemnification to the full extent provided in the New Jersey Nonprofit Corporation Act as in effect from time to time. The Corporation may purchase insurance for indemnification as provided in such law.

IN WITNESS WHEREOF, the undersigned has made, signed and acknowledged this 22nd day of Dec, 19 88.


Peter R. Stein

12/22/88
Date