

STATE OF NEW JERSEY

TRANSACTION NO
92 0747096

DEPARTMENT OF STATE
COMMERCIAL RECORDING BUREAU
CN 308 - TRENTON, N.J. 08625

SHEET NO 1

RECEIPT OF PAYMENT FOR : CERTIFICATE OF CHANGE OF NAME(N)

FILING DATE 02/04/92

NEW JERSEY BIKES NOT
86 E. MAIN ST.
HIGH BRIDGE NJ 08829

FILING FEE 50.00
LICENSE FEE
INQUIRY FEE
EXPEDITED FEE 5.00
PHOTO COPY FEE
CERTIFIED COPY
MISC FEE
POSTAGE FEE
TOTAL-AMT 55.00
PAYMENT AMOUNT 55.00

PAYER NEW JERSEY BIKES NOT
PAYMENT TYPE CHECK

AUDIT CODE 38

CORP NAME: PEDALS FOR PROGRESS, A NEW JERSEY NONPROFIT CORPORATION
FORMERLY: NEW JERSEY BIKES NOT BOMBS, A NEW JERSEY NONPROFIT CORPORATION

NOT FOR PROFIT

STATUS: ACTIVE

CORP NO: 0100491424

INCORPORATION DATE: 07/30/1991 STATE: NJ

STOCK: TERM: PERPETUAL PURPOSE: TITLE 15A

AGENT STATUS: ACTIVE

DAVID SCHWEIDENBACK
86 EAST MAIN STREET
HIGH BRIDGE

NJ 08829

ANNUAL REPORT DUE: JANUARY LATEST RECEIVED: FOR THE YEAR
STATUS 92: NA 91: NA 90: NA 89: NA 88: NA 87: NA

DOCKETED JUDGEMENTS OUTSTANDING: NONE

INCORPORATORS: PAMELA J CISSIK
8 INDIAN SPRING LANE
HIGH BRIDGE NJ 08829

PREVIOUS NAME:

COMMENTS: B/D 1-24-92

FILED

MAR 30 1991

**CERTIFICATE OF INCORPORATION
OF
NEW JERSEY BIKES NOT BOMBS, A New Jersey Nonprofit Corporation.**

**JOAN HABERLE
Secretary of State**

The undersigned persons, acting as incorporators of a corporation under the New Jersey Nonprofit Corporation Act, as set forth in Title 15A of the New Jersey Statutes, adopt the following Certificate of Incorporation for such corporation:

**SECTION ONE
NAME**

The name of the corporation is New Jersey Bikes Not Bombs, a New Jersey Nonprofit Corporation.

**SECTION TWO
SPECIFIC AND GENERAL PURPOSES**

The corporation is a nonprofit corporation. The purposes for which the corporation is organized are:

- (a) The specific and primary purposes for which this corporation is formed are dedicated to promoting sustainable transportation systems that meet basic human needs and empower the poor and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for the provision of bicycles to be used as basic transportation; provided such specific and primary purposes are accomplished only in a charitable manner.
- (b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**SECTION THREE
DURATION**

The corporation shall have perpetual duration.

SECTION FOUR MEMBERSHIP

The corporation shall have a membership distinct from the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members and their liability for dues and assessments, as well as the method of collection thereof, shall be set forth in the bylaws.

SECTION FIVE REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 86 East Main Street, Borough of High Bridge, County of Hunterdon, State of New Jersey. The name of its initial registered agent at such address is David Schweidenback.

SECTION SIX TRUSTEES

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be five; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The trustees named in this certificate of incorporation as the first board of trustees shall hold office until the first meeting of members at which time an election of the trustees shall be held. The meeting shall be called by three of the trustees. The trustees calling the meeting shall give at least 5 days notice thereof by mail to each trustee named in this certificate of incorporation, which notice shall state the time, date and place of the meeting.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for terms as follows. Three trustees shall be elected for one year terms or until the next annual meeting of members following the election of trustees and until the qualification of the successors in office. Two trustees shall be elected for two year terms or until the second annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 7:00 p.m. on the second Tuesday in September of each year at the principal office of the corporation, or at such other time, date and place as the board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees.

<u>Office</u>	<u>Name</u>	<u>Residential Address</u>
President	David Schweidenback	86 East Main High Bridge, New Jersey 08829
Vice President	John Hirce	337 Minebrook Road Bernardsville, New Jersey 07924
Treasurer	Pamela J. Cissik	8 Indian Spring Lane High Bridge, New Jersey 08829
Secretary	Wendy Weiner	17 Union Road Clinton, New Jersey 08809-1229

SECTION NINE PERSONAL LIABILITY OF TRUSTEES AND OFFICERS

A trustee or officer shall not be personally liable to the corporation or its members for damages for breach of any duty owed to the corporation or its members, except that a trustee or officer shall not be relieved from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the corporation or its members, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper benefit.

SECTION TEN MODIFICATION OF BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Nonprofit Corporation Act of New Jersey described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

SECTION ELEVEN DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member of this corporation, or to the benefit of any private individual.

SECTION TWELVE DISTRIBUTION ON DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund,

Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial trustees are as follows:

<u>Name</u>	<u>Residential Address</u>
David Schweidenback	86 East Main High Bridge, NJ 08829
Rice Spann	79C Birch Lane Lebanon, NJ 08833
Pamela J. Cissik	8 Indian Spring Lane High Bridge, NJ 08829
John Hirce	337 Minebrook Road Bernardsville, NJ 07924
Gay L. Burgiel	574 Mount Grove Road Califon, NJ 07830

SECTION SEVEN INCORPORATORS

The names and street addresses of each incorporator are as follows:

<u>Name</u>	<u>Residential Address</u>
Pamela J. Cissik	8 Indian Spring Lane High Bridge, NJ 08829
Gay L. Burgiel	574 Mount Grove Road Califon, NJ 07830

SECTION EIGHT OFFICERS

The board of trustees shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

foundation, or corporation that is organized and operated exclusively for the specific and primary charitable purposes for which this corporation has been established or for other charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

**SECTION THIRTEEN
EFFECTIVE DATE**

The Effective Date of this Certificate shall be its filing date.

**SECTION FOURTEEN
AMENDMENT**

Amendments to this certificate of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members with voting power for their vote. Amendments may be adopted by a vote of eighty percent (80%) of a quorum of the members of the corporation with voting power.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of New Jersey have executed this certificate of incorporation on

July 29, 1991

Gary L. Burgiel
Pamela J. Cissik