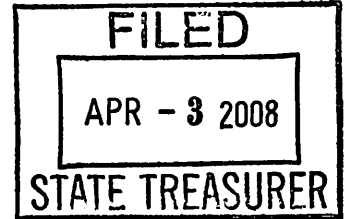


CERTIFICATE OF INCORPORATION
OF



LIONS CLUB OF MAPLEWOOD, NJ, INC.

To: Department of the Treasury
State of New Jersey

THIS IS TO CERTIFY that there is hereby organized a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey entitled Title 15A, Corporations, Nonprofit of the New Jersey Statutes.

FIRST: The name of the corporation is

LIONS CLUB OF MAPLEWOOD, NJ, INC.

SECOND: The purpose for which this corporation is formed is: civic and charitable service organization.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

THIRD: The corporation shall have members whose qualifications shall be as set forth in the bylaws of the corporation. The members shall not be divided into different classes.

FOURTH: The location of the initial registered office of this corporation and the name of the initial registered agent therein and in charge thereof, upon whom process against the corporation may be served, are as follows:

Joel Ziegler
1973 Springfield Avenue
Maplewood, NJ 07040

FIFTH: The method of electing trustees shall be as set forth in the bylaws of the corporation.

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SIXTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 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 or in opposition to 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SEVENTH: The number of trustees constituting the initial board of this corporation is three.

EIGHTH: The names and addresses of the persons selected to serve as initial trustees of this corporation are:

Joel Ziegler
38 Essex Road
Maplewood, NJ 07040

Richard Cignarella
48 Kensington Terrace
Maplewood, NJ 07040

Owen McNany
47 Clinton Avenue
Maplewood, NJ 07040

NINTH: The duration of the corporation is perpetual.

TENTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ELEVENTH: No trustee or officer of the corporation shall be personally liable to the corporation or its members for damages for breach of any duty owed to the corporation or its members, except for liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its members, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

TWELFTH: The name and address of the incorporator is as follows:

Lenore K. Hodes
31 Stelton Road
Piscataway, N.J. 08854

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed this Certificate of Incorporation.

Dated: April 3, 2008



Lenore K. Hodes