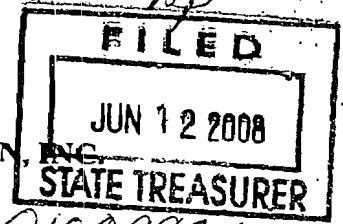


**CERTIFICATE OF INCORPORATION
OF
CROSSWICKS-DOCTORS WATERSHED ASSOCIATION, INC.**



I, the undersigned, acting as the incorporator of a charitable corporation under the New Jersey Nonprofit Corporation Act, hereby adopt the following Certificate of Incorporation for such corporation:

FIRST: The name of the Corporation is: **CROSSWICKS-DOCTORS CREEK WATERSHED ASSOCIATION, INC.** (the "Corporation").

SECOND: The Corporation is a nonprofit corporation organized and operated not for a pecuniary profit. The purposes for which the Corporation is organized are:

1. To protect the water quality of the Crosswicks Creek and Doctors Creek Watershed and surrounding environs.
2. To preserve land, historic vistas, buildings, structures and sites located within and around the Crosswicks Creek and Doctors Creek Watershed.
3. To work with county and municipal governments for the development approval and enforcement of natural resource inventories and protective ordinances for natural resources, including, but not limited to, stream corridors, steep slopes and other natural resources or attributes.
4. To develop a system of trails for the purpose of others to experience and enjoy.
5. To assist in public education about the environment and history of the Crosswicks Creek and Doctors Creek Watershed.
6. To engage in other ancillary activities within the purposes for which nonprofit corporations may be organized in the State of New Jersey.

The Corporation is organized exclusively to conduct activities that are charitable within the meaning of section of 501(c)(3) of the Internal Revenue Code (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, and conducting any and all other activities as shall from time to time be found necessary, appropriate or proper in connection with or incidental to any of the foregoing and are lawful for a nonprofit corporation.

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No part of the earnings of the Corporation shall inure to the benefit of, or be distributed 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 the purpose clause 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 this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal taxation under section 501(c)(3), or corresponding section of any future federal tax code, or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

THIRD: The Corporation shall have members; the categories and privileges of which shall be as set forth in the bylaws of the Corporation.

FOURTH: The method of electing directors shall be set forth in the bylaws of the Corporation.

FIFTH: The number of directors constituting the first Board of Directors is five (5) and the names and residences or other addresses where mail is regularly received by the persons who are to serve as such directors are:

1. Marc Covitz, Chairman
117 Burlington Path
Cream Ridge, NJ 08514
2. Haig Kasabach, Vice Chairman
8 Ryerson Drive
Hamilton Square, NJ 08690
3. Walter Helfrecht, Treasurer
35 Hutchinson Road
Allentown, NJ 08501
4. Greg Westfall, Secretary
12 Johnson Drive
Allentown, NJ 08501

5. Betsy Poinsett, Past Chairperson
41 South Main Street, P.O. Box 426
Allentown, NJ 08501

The bylaws of the Corporation shall provide the number of not less than three (3) directors constituting the Board of Directors other than the initial Board of Directors.

SIXTH: The address and postal destination of the Corporation's initial registered office shall be 12 Johnson Drive, Allentown, New Jersey 08501, and the name of the registered agent at said registered office is Greg Westfall.

SEVENTH: Every current or former corporate agent and Director 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.

EIGHTH: The Corporation shall have perpetual duration.

NINTH: This Certificate of Incorporation shall be effective upon its filing.

TENTH: The Corporation shall have all of the powers granted to nonprofit corporations by the laws of the State of New Jersey, as amended from time to time.

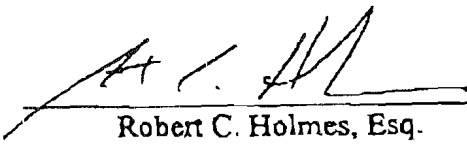
ELEVENTH:

(a) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(b) Upon the dissolution of the Corporation or the winding up of its affairs, the assets shall be distributed exclusively for charitable, religious, scientific, literary or educational purposes (as determined by the board of directors or as stipulated in the bylaws), which would qualify under the provisions of Section 501(c)(3) of the Code.

TWELFTH: The name of the incorporator is Robert C. Holmes, Esq., c/o Community Law Program, Rutgers Law School-Newark, 123 Washington Street, Newark, New Jersey 07102.

IN WITNESS WHEREOF: I, the incorporator of the above-named Corporation, have signed this Certificate of Incorporation on the 8th day of June, 2008.



Robert C. Holmes, Esq.