

New Jersey Division of Revenue
Restated Certificate of Incorporation
of

To: Treasurer, State of New Jersey

Pursuant to the provisions of Section 14A:9-5, Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby executes the following Restated Certificate of Incorporation:

- 1. Name of Corporation:
- 2. The purpose(s) for which the corporation is organized is (are):

(Use the following if the shares are to consist of one class only.)

- 3. The aggregate number of shares which the corporation shall have authority to issue is _____.

(Use the following if the shares are divided into classes, or into classes and series.)

- 4. The aggregate number of shares which the corporation shall have authority to issue is _____ itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Class	Series (if any)	Number Shares	Par value per share or statement that shares are without par value
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The relative rights, preferences and limitations of the shares of each class and series (if any), are as follows:

(If, the shares are, or are to be divided into classes, or into classes and series, insert a statement of any authority vested in the board of directors to divide the shares into classes or series, or both, and to determine or change for any class or series its designation, number or shares, relative rights, preferences and limitations.)

- 5. The address of the corporation's current registered office is: (Include zip code)
and the name of its current registered agent at such address is:
- 6. The number of directors constituting the current board of directors is:
The names and addresses of the directors are as follows:

Names	Address (including zip code)
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- 7. The duration of the corporation, if other than perpetual, is:

- 8. Other Provisions:

Signature:

Date:

Name:

Title:

(Must be Chair. of Board, Pres., or Vice Pres.)

Certificate Required to be filed with the
RESTATED CERTIFICATE of INCORPORATION
(For Use by Domestic Corporations)

Pursuant to N.J.S.A.14A:9-5 (5), the undersigned corporation hereby executes the following certificate:

1. Name of Corporation:

2. Restated Certificate of Incorporation was adopted on the _____ day of _____, 20____.

(Use the following clause if the Restated Certificate was adopted by the shareholders.)

3. At the time of the adoption of the Restated Certificate of Incorporation, the number of shares outstanding was:
The total of such shares entitled to vote thereon, and the vote of such shares was:

Total Number of Shares	Number of Shares Voted	
<u>Entitled to Vote</u>	<u>For</u>	<u>Against</u>

At the time of adoption of the Restated Certificate of Incorporation, the number of outstanding shares or each class or series entitled to vote thereon as a class and the vote of such shares, was: (if inapplicable, insert none".)

Class or Series	Total Number of Shares	Number of Shares Voted	
<u>Series</u>	<u>Entitled to Vote</u>	<u>For</u>	<u>Against</u>

(Use the following if the Restated Certificate does not amend the Certificate of Incorporation.)

4. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of this corporation as heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

(Use the following if the Restated Certificate further amends the Certificate of Incorporation.)

5. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by: (insert amendment or amendments adopted. If such amendment is intended to provide for an exchange, reclassification or cancellation of issued shares, insert a statement of the manner in which the same shall be affected.)

6. Other Provisions:

Signature:

Date:

Name:

Title:

(Must be Chair. of Board, Pres., or Vice Pres.)

Instructions for Form C-100A
RESTATED CERTIFICATE - PROFIT CORPORATIONS
(Title14A)

These forms may be used as templates when restating the Articles of the Certificate of Incorporation. Both the Restated Certificate of Incorporation **AND** the Certificate Required to be filed with the Restated Certificate of Incorporation must be submitted.

STATUTORY FEE: **\$75**

The MANDATORY fields are:

Heading

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the old name.

Field #1 -- Business Name

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the new name.

Field # 2 -- Purpose

List the purpose of the corporation (brief descriptive statement regarding the type of business that the corporation is conducting).

Field # 3 & 4 -- Shares

List the number of shares the corporation is either authorized to issue (single class, par or no par), OR that are outstanding by class/series (par or no par), with a description the rights privileges and limitations of each class/series.

Field # 5 -- Registered Agent And Office

Enter the current agent -- the agent may be an individual or corporation duly registered and in good standing with the Treasurer. Provide a New Jersey **street address**. A PO box may be used only if the street address is listed as well.

Field #6 -- Management

List the total number of directors (minimum of 1) **and** the name and street address of each.

Field #7 --Duration

Enter the period of time that the corporation is to exist. The words "Perpetual," "Unlimited," or "Forever" are acceptable.

Field # 8 -- Other Provisions (as needed)

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 90 days after the filing date.

EXECUTION (Signature/Date)

Have the chairman, president or vice-president sign. Also, list the date of execution (signature).

ATTACHMENT - (REQUIRED)

Attach a fully executed Certificate Required to be filed with the Restated Certificate of Incorporation that includes:

Field # 1 -- Business Name

List the name as it appears on the records of the Treasurer.

Field # 2 -- Date of Adoption

List the date the restated certificate was adopted. If changing the corporation name, indicate the new name.

Field # 3 -- Voting

Indicate the number of shares outstanding and the number of shares entitled to vote on the merger or consolidation. List any class or series of shares entitled to vote (designation and number, and votes for/against).

Field # 4 & 5 -- Intent

Note whether the corporation's intent is to **restate/integrate only** or to **restate, integrate and amend**. If the latter applies, specify the amendment. If the amendment involves a name change, then name availability provisions apply.

**The name must be distinguishable from other names on the State Treasurer's database. The Division of Revenue will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability, reservation/registration services and fees, visit the Division's WEB site at <http://www.state.nj.us/treasury/revenue/certcomm.htm> or call (609) 292-9292 Monday-Friday, 8:30 a.m. - 4:30 p.m. When calling, Select Option 2 for Other Services, Option 3 for Service Representative, then Option 9 for General Assistance.

Field #6 -- Other Provisions (as needed)

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 90 days after the filing date.

EXECUTION (Signature/Date)

Have the chairman, president or vice-president of sign. Also, list the date of execution (signature).

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These documents should be filed in duplicate. Non-profits should file in triplicate.
Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)

Mail to: NJ Division of Revenue, PO Box 308, Trenton, NJ 08646
FAX File: 609.984.6851 (Fax Filing is an optional expedited service subject to processing fees that are in addition to those stated above. For FAX Filing information, visit <http://www.state.nj.us/treasury/revenue/dcr/programs/ffs.html>.)