

7 2 3 5 5 7 1

SI 103223

CERTIFICATE OF INCORPORATION

OF

INNISFREE CORPORATION

FILED AND RECORDED

MAY 13 1970

Paul J. Williams
SECRETARY OF STATE

EDWARD & JONES
ATTORNEYS AT LAW
111 SOUTH PARK STREET
MINNEAPOLIS, MINN. 55402

LICENSE FEE	<u>None</u>
FILING FEE	<u>5.00</u>
RECORDING	<u>5.00</u>
CERTIFYING COPY	
SEC. OF STATE	<u>110.00</u>

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0725 0561
State of New Jersey
DEPARTMENT OF INSTITUTIONS AND AGENCIES
DIVISION OF PUBLIC WELFARE

DIVISIONAL OFFICES
EAST HANOVER STREET
TRENTON, NEW JERSEY

TELEPHONE
AREA CODE 609



ADDRESS REPLY TO:
STATE OF NEW JERSEY
DIVISION OF PUBLIC WELFARE
P. O. BOX 1627
TRENTON, NEW JERSEY 08625

May 1, 1970

Sydney H. McKenzie, III, Esq.
Conrad & Jones
14 South Park Street
Montclair, New Jersey 07042

RE: Innisfree Corporation

Dear Mr. McKenzie:

This is to advise that we have reviewed the Certificate of Incorporation and the departmental questionnaire pertaining to the above mentioned corporation.

In our opinion, this is not the type of charitable corporation that is contemplated by R. S. 15:1-15 insofar as the approval of the Commissioner of Institutions and Agencies is concerned.

This primarily appears to be a recreational organization.

This determination means that the approval of the Commissioner of Institutions and Agencies is found not to be a necessary prerequisite to acceptance of your certificate, for filing, by the Secretary of State.

We are retaining a copy of the Certificate for our files and are returning the original herewith, which you may proceed to transmit to the Secretary of State who has been informed of our finding as stated herein.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Irving J. Engelman".

Irving J. Engelman, Director
Division of Public Welfare

IJE:WCj
Encl.

cc - Secretary of State

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0725-0562

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Irving J. Engelman, Director
Division of Public Welfare

IJE:WCj
Encl.

cc - Secretary of State

R	DATE OF INCORPORATION
	6 th May
	197 th
FER	

CERTIFICATE OF INCORPORATION

OF

INNISFREE CORPORATION

We, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the provisions of Chapter 181 of the Laws of New Jersey of 1898, and the amendments and supplements thereto (R. S. 15:1-1 et seq.) for purposes other than pecuniary profit, and do hereby certify as follows:

FIRST: The name by which the corporation is to be known in law is INNISFREE CORPORATION.

SECOND: The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954, and more specifically for the following purposes:

To own, operate, conduct and maintain a camp or camps for recreational, educational and general health purposes; to acquire all real estate and equipment necessary therefore by purchase, lease, or otherwise, and to equip and fit out and adapt the same for such purposes; to construct, build, operate, and maintain, lease, hire or otherwise acquire cabins, lodges, tents, recreation halls, living quarters, accommodations and auxiliary buildings of any and all kinds, motor boats, canoes, skiffs and boats of any and all descriptions, boat houses; bath houses, bathing beaches, tennis courts, golf courses, baseball fields, and all facilities for sports and recreation, of all kinds.

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which an educational institution in which persons of both sexes may be taught in all branches of architecture, building, chemistry, civil, mechanical, electrical, mining and sanitary engineering, mechanical and free-hand drawing and designing, painting, music, languages, history, philosophy, literature, stenography and all other branches and departments of human knowledge. To prepare, manufacture, sell, and generally deal in books, maps, charts, lesson and examination papers, stationery, models, casts, drawings, engravings, instruments and school supplies of every class and description.

THIRD: As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States;
2. To employ, hire, appoint firms, corporations, and individuals to act as agents for this corporation, and to carry out any and all functions incidental or necessary to the purposes hereinabove set forth, or incidental or necessary to the powers so conferred or conducive to the attainment of the purposes of the corporation;
3. To solicit and receive contributions, donations, bequests and devises of real or personal property;
4. To make contributions, grants, loans, guarantees and other payments of money and extensions of credit to any organization, public or private, or individual;
5. To make and perform contracts and incur liabilities;
6. To delegate functions, conduct its activities through other organizations and individuals and to become a

7. To accept, acquire, receive, take and hold by bequest, devise, grant, purchase, gift, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;

8. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law or this certificate of incorporation;

9. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired;

10. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code;

11. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation subject to the further limitation and condition that, notwithstanding any other provision of the certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purpose of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and by an organization contributions to which are deductible under Section 170 (c) (2), Section 2055 (a) (2), and Section 2522 (a) (2) of such Code.

FOURTH: The following provisions shall govern the organization, operation and dissolution of the corporation:

1. The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, or (b) cause it to lose such exempt status;

2. The corporation shall not be operated for the purpose of carrying on a trade or business for profit;

3. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or

for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation;

4. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office;

5. 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 Internal Revenue Code, or by an organization contributions to which are deductible under Section 170 (c) (2), Section 2055 (a) (2), and Section 2522 (a) (2) of such Code;

6. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code.

FIFTH: For purposes of this certificate references to provisions of the Internal Revenue Code of 1954 shall be deemed to refer to the United States Internal Revenue Code of 1954 and Regulations issued pursuant thereto, and shall also be deemed to include statutes and Regulations which supersede such provisions.

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SIXTH: The members of the corporation shall consist of (1) the persons named in this certificate as the trustees for the first year; and (2) such other persons as the Board of Trustees may from time to time elect to the membership.

SEVENTH: The place in which the operations of the corporation are principally to be conducted is the Village of Damascus, Pennsylvania, but the operations of the corporation shall not be limited to such territory.

EIGHTH: The number of trustees of the corporation shall be as specified by the corporate by-laws, but in no event fewer than seven.

NINTH: The names and post office addresses of the Trustees selected for the first year of the corporation's existence are as follows:

1. Clyde B. Rue
6 Fairfield Street
Montclair, New Jersey 07042
2. Ann Rue
6 Fairfield Street
Montclair, New Jersey 07042
3. William Brown
Valley Road
Montclair, New Jersey 07043
4. Gail Brown
Valley Road
Montclair, New Jersey 07043
5. Sanford G. Bluestein, M. D.
309 Upper Mountain Avenue
Upper Montclair, New Jersey 07043
6. Peter Malcolm
60 Prospect Avenue
Montclair, New Jersey 07042
7. P. Clark Maylone
86 Tierney Drive
Cedar Grove, New Jersey 07009

All of the above trustees are of full age and citizens of New Jersey.

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TENTH: The name and post office address of the resident agent of the corporation upon whom process against the corporation may be served is:

Sydney H. McKenzie III, Esq.
14 South Park Street
Montclair, New Jersey 07042

IN WITNESS WHEREOF we have hereunto signed our names and acknowledged this certificate this 8th day of April 1970.

Clyde B. Rue
CLYDE B. RUE

Ann Rue
ANN RUE

William W. Brown Jr.
WILLIAM BROWN

Gail W. Brown
GAIL BROWN

Sanford G. Bluestein
SANFORD G. BLUESTEIN, M. D.

Peter Malcolm
PETER MALCOLM

P. Clark Maylone
P. CLARK MAYLONE

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NEW JERSEY DEPARTMENT OF INSTITUTIONS AND AGENCIES
Questionnaire Regarding Proposed Incorporation
under R.S. 15:1-15, N.J.S.

- 1 - Name or title by which corporation is to be known:
Innisfree Corporation
- 2 - Give address of the business office in New Jersey. If chief office is located outside of this State, also give address of chief business office.
14 South Park Street
Montclair, New Jersey
- 3 - Where is the work of the organization to be done?
Damascus, Pennsylvania
- 4 - State specific details and examples of the types of charitable activities contemplated. (Not general statement already set forth in certificate.)
The primary purpose of the corporation is a summer camp and a school. The only foreseeable charitable purpose would be the possible awarding of scholarships to students.
- 5 - If corporation is to be a chapter or branch of a larger unit, give name and address and name of chief executive officer of parent organization.
None.
- 6 - If the corporation will be affiliated with a church or fraternal society, give name and address and name of person in authority in the church or society.
None.
- 7 - If a membership organization, (a) what are the qualifications for membership and (b) will its charitable activities be confined to members or will non-members be benefited?
Not applicable
- 8 - What will be the approximate net worth of the corporation when it commences operation?
\$20,000.00

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- 9 - If the corporation will own real property, state location and approximate value. (a) location: Damascus, Pa; (b) gross value of property: approximately \$60,000.00.
- 10 - What are the sources and estimated annual amount of expected income of the corporation?
Projected gross income from summer camp tuition fees: \$29,250.00 per year. All other income will, if any, be through donations.
- 11 - Actual or estimated annual expenses by objects:
See attachment.
- 12 - Give reference as to reliability and reputation of incorporators, charitable nature of the organization and technical and financial ability to carry on the proposed work.
- 13 - Name of banking connection, if any:
Bank account to be established at Montclair National Bank and Trust Company, Montclair, New Jersey.
- 14 - Give names, addresses, and occupations of incorporators and trustees:
See attached Schedule "A."
- 14a- Is it the intent of the incorporators and trustees that this organization shall operate primarily as a "family foundation"?

No.

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15 - Have any of the incorporators or trustees ever been convicted of a crime? If the answer to this question is yes, give details.

No.

16 - Any other explanatory remarks.

This is primarily an educational corporation and any charitable activities will be secondary.

17 - If annual report is available, return copy with this form.

None.

Date: April 27, 1970

Signed by s/ Clyde B. Rue

Title Trustee

(Use other side for continuation of answers requiring more space than is provided on the questionnaire.)

Revised: February, 1956

Schedule "A"

Incorporators and Trustees

Occupations

4. Clyde B. Rue
6 Fairfield Street
Montclair, New Jersey 07042

Ann Rue
6 Fairfield Street
Montclair, New Jersey 07042

William Brown
Valley Road
Montclair, New Jersey 07043

Gail Brown
Valley Road
Montclair, New Jersey 07043

Sanford G. Bluestein, M. D.
309 Upper Mountain Avenue
Upper Montclair, New Jersey 07043

Peter Malcolm
60 Prospect Avenue
Montclair, New Jersey 07042

P. Clark Maylone
86 Tierney Drive
Cedar Grove, New Jersey 07009

Teacher

Housewife

Teacher

Editor-journalist

Doctor

Executive

Teacher

Notes on Meeting

Thursday, April 2, 1970

1. Trustees named: (7)

Bud Rue
Clark Maylone
Ann Rue
Bill Brown
Gail Brown
Peter Malcolm
Sandy Bluestein

2. Financial commitments to date:

Ford Schuman	\$1.0 M	(with tax situation)
Peter Malcolm	1.0	
Bud Rue	1.7	
Bill Brown	1.0	
-- Gehrie	1.3	(\$650 now; \$650 next week)
Sandy Bluestein	2.5	
	<hr/>	
	\$8.5 M	

3. Brochure:

Print 5000 (Bill Farrell)

Mechanical--Jill Goodpasture--to Farrell Tuesday or Wednesday with final work

Copy--additions and changes (Ann, Clark and Peter on Sunday 2 p.m.)

Change: "Controlled" to "observed"
dates for full payment of fees to June 1

Phones: 746-7769, 239-7564, 746-1990

Address: 6 Fairfield St.

"Contributions accepted..." (Sid says OK) to "applied for
tax-free status;" also, "non-profit corp.)

"Scholarships can be donated"

Deposit of \$50 refundable if program not underway this summer--
(-decided this should be in this brochure and on application
and receipt form. Appl. & receipt form separate)

Delivery: Selected mailing--hand addressed (kids?)
Hand delivery to 500 selected individuals

Legal: SID MUST SEE BROCHURE BEFORE PRINTING.

4. Legal advice and decisions:

Incorporation: Bud to see Sid Friday, April 3.

Funds may be donated or loaned. Sid will draw up loan forms.

Need bank account in Innisfree Corporation name (after incorporation).

Need registered agent in Pa. Sandy will take care of this in negotiations.

5. Negotiations:

Sandy handling--

Terms being offered to Ropke: \$5,000 down April 5; additional \$5,000 June 15--
later payments in September or/and December.

6. TASKS: (subject to secretary named below interpretation)

1. GET BROCHURE TO PRINTER

2. GET CAMPERS !!!

3. GET SCHOLARSHIPS --churches, Gerber, OEO mentioned.

4. GET FUNDS ---contributions for capital and scholarships

Recorder

Gail W. Brown