

**BY LAWS OF THE
Springfield Community Partnership Management Corporation**

Adopted Dec. 20, 2011

ARTICLE I

1.01 Name. The name of the corporation is the Springfield Community Partnership Management Corporation (hereinafter referred to as the “Corporation”).

1.02 Incorporation. The Corporation is formed under Title 15-A and has been chartered by the NJ Secretary of State.

1.03 Offices. The principal office of the Corporation shall be located at such location or locations within the boundaries of the Special Improvement District of the Township of Springfield, New Jersey (the “District”) as the Board of Directors may hereafter designate.

1.04 Corporate Seal. The Board of Directors shall procure a corporate seal. The Board of Directors may amend the form of the seal or the inscription thereon at its discretion.

1.05 Registered Agent. A registered agent shall be designated by the Corporation and may be changed at any time by the Board of Directors.

ARTICLE II

2.01 Purposes. The purposes and powers of the Corporation are more particularly set forth as follows:

(a) To serve as the district management corporation for the District pursuant to N.J.S.A. 40:56-65 et seq. (“Act”) and as approved and enunciated in Township of Springfield Ordinance No. 2011-06 and any amendments thereto (the “Ordinance”). As such, the Corporation shall have the powers and comply with all requirements as set forth in the Act and in the Ordinance.

(b) Serve the District, the business community and the municipal government to formulate, promote and implement the economic revitalization and general welfare of the District and of the Township of Springfield (the “Township”).

(c) Promote and preserve the cultural, historic, tourist and civic interests of the District and the Township;

(d) Mobilize available public and private resources for the purposes set forth herein;

(e) Provide a mechanism by which service firms, retail establishments, property owners, employers, citizens, and others can cooperate to promote business opportunities, employment, consumer choices, shopper’s facilities, and the general civil interest;

(f) Form affiliated corporations, non-profit or for profit, to help carry out its purposes subject to the approval of the Township Committee of the Township (the “Committee”);

(g) To do any other act incidental to or connected with the foregoing purposes or any advancement thereof, either directly or indirectly, either alone or in conjunction or cooperation with others; to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized; and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes;

2.02 Tax Code. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c) 3 of the Internal Revenue Code (or corresponding section of any future federal tax code). Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) 3 of the Internal Revenue code.

ARTICLE III

3.01 Non-Member Corporation. The Corporation shall have no members.

3.02 Stock. The Corporation shall not have capital stock, and no stock or shares shall be issued. No incorporator, Director or officer shall at any time be considered to be an owner of any of the assets, property, or income of the Corporation, nor shall he or she, by distribution, liquidation, dissolution, or in any manner, be entitled to or receive any said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the Corporation or disposed of as herein provided. The Corporation is organized and shall operate not for profit, and no part of its net earnings shall inure or may lawfully inure to the benefit of any private shareholder, incorporator, Director, officer or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any person, organization, firm or corporation for services rendered to the Corporation.

3.03 Powers of the Corporation. The Corporation shall serve as an advisory board to the Mayor and the Committee, and shall have all powers and responsibilities necessary and requisite to effectuate the purposes of the Ordinance and the District, including but not limited to:

(a) Adopt bylaws for the regulation of its affairs and the conduct of its business and to prescribe rules, regulations and policies in connection with the performance of its functions and duties. Said bylaws and other corporate documents shall provide that the corporation shall conduct its business in accordance with the Open Public Meetings Act.

(b) Conduct regular meetings no less than ten times annually.

(c) Employ such persons as may be required, and fix and pay their compensation from funds available to the corporation.

(d) Apply for, accept, administer and comply with the requirements respecting an appropriation of funds or a gift, grant or donation of property or money.

(e) Make and execute agreements which may be necessary or convenient to the exercise of the powers and functions of the corporation, including contracts with any person, firm, corporation, governmental agency or other entity.

(f) Administer and manage its own funds and accounts and pay its own obligations.

(g) Borrow money from private lenders and from governmental entities.

(h) Fund the improvement for the exterior appearance of properties in the District through grants or loans. Standards for eligibility and standards for terms of such grants and loans shall be established by the Board of Directors.

(i) Fund the rehabilitation of properties in the District through grants or loans. Standards for eligibility and standards for terms of such grants and loans shall be established by the Board of Directors.

(j) Accept, purchase, rehabilitate, sell, lease or manage property in the District.

(k) Enforce the conditions of any loan, grant, sale or lease made by the corporation.

(l) Provide security, sanitation and other services to the District, supplemental to those provided normally by the municipality.

(m) Undertake improvements designated to increase the safety or attractiveness of the District to businesses, which may wish to locate there or to visitors to the District including, but not limited to, litter cleanup and control, landscaping, parking areas and facilities, recreational and rest areas and facilities, pursuant to pertinent regulations of the Township.

(n) Publicize the District and the businesses included within the District boundaries.

(o) Recruit new businesses to fill vacancies in, and to balance the business mix of, the District.

(p) Organize special events in the District.

(q) Provide special parking arrangements for the District.

(r) Provide temporary, decorative lighting in the District.

All of the corporate powers of the Corporation shall be exercised by the Board of Directors, except to the extent specifically proved otherwise by law or by these Bylaws. The Corporation is a district management corporation under N.J.S.A. 40:56-65 et al, (the "Act") and as approved in Chapter 24A. As

such, the Corporation shall have the powers and comply with all requirements as set forth in the Act and in Chapter 24A.

3.04 Dues and Assessments. Dues and assessments required by the owners of commercial property within the geographic boundaries of the District, including owners of mixed use properties with a residential and commercial use, as set forth in the Ordinance (the “Owner(s)”) shall be as determined from time to time by resolution of the Board, and shall include, without limitation, the assessments for all costs of improvements and maintenance, other than the costs for improvements and maintenance ordinarily incurred by the Township out of general funds pursuant to N.J.S.A. 40:56-80 and 40:56-85, which the Corporation shall assess upon the Owners in accordance with the Ordinance. Any Owner who shall be at any time more than thirty (30) days delinquent in the payment of any assessment or other payment requirement pursuant to the Ordinance or these By-laws shall, in addition to any penalties set forth in the Ordinance, be barred from any vote for the election of Directors provided for in Article IV conducted during the period of such delinquency.

ARTICLE IV

4.01 Board of Directors. The number of Directors (“Directors” is used herein to refer to “Trustees” as such term is defined in the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1, *et. seq.*) constituting the Board of Directors shall be eleven (11) Directors. The policies, activities, and affairs of the Corporation shall be determined and managed by the Board of Directors who shall exercise all the powers of the Corporation and shall keep full and fair accounts of all its transactions, and formulate and approve the yearly budget of the Corporation.

4.02 Classes of Directors. The Directors shall be divided into three (3) classes:

(a) The “Class A Director” shall consist of one (1) member who shall be a member of the Committee and who shall be appointed by the Committee.

(b) The “Class B Directors” shall consist of two (2) members who work, own property or reside in the Township, who shall be appointed by the Mayor of the Township (the “Mayor”) with the advice and consent of the Committee.

(c) The “Class C Directors” shall consist of eight (8) members who shall be elected by the majority vote of the Owners. Each Owner shall be entitled to one (1) vote for each Class C Director position for which an election is being held. The annual election of Class C Directors shall be by mailed ballots to the Township Clerk, which shall be tallied on the day of the deadline of submission as stated on the ballot; and will be announced by the Board at the annual meeting. The term of each Class C Director declared to be elected at each annual meeting shall commence upon the expiration of his or her predecessor's term.

4.03 Terms of Office. The initial Board of Directors as set forth in the Certificate of Incorporation shall serve until December 31, 2011. Thereafter, the Directors shall serve for the following terms:

(a) The Class A Director shall serve for a term of one (1) year;

(b) The Class B Directors shall serve for terms of three (3) years;

(c) The Class C Directors shall serve for terms of three (3) years.

4.04 Election of Directors.

(a) The Class A Director shall be appointed by the Committee in the month of December of each year. The Term of each Class A Director shall commence upon the expiration of his or her predecessor's term.

(b) The Class B Directors shall be appointed by the Mayor with the advice and consent of the Committee in the month of December of each year. The Term of each Class B Director shall commence upon the expiration of his or her predecessor's term.

(c) The Class C Directors shall be elected by the majority vote of the Owners. Each Owner shall be entitled to one (1) vote for each Class C Director position for which an election is being held. The term of each Class C Director elected shall commence upon the expiration of his or her predecessor's term.

4.05 Removal of Directors.

(a) At any meeting of the Directors, duly called and at which a quorum is present, the Directors may, by a majority vote of the entire Board of Directors, remove for cause any Director from office and may elect a successor to serve for the balance of the term of such removed Director.

(b) Any Director shall be deemed to have been automatically removed from office for cause without further action being necessary on the part of such Director or on the part of the Board of Directors, in the event that such Director fails to attend three (3) consecutive regular meetings of the Board of Directors. Following the removal of a Director in the manner provided in this paragraph (b), the Secretary of the Corporation shall report such fact to the Board of Directors at the meeting of the Board of Directors next following the third absence.

(c) Any Director shall be deemed to have been automatically removed from office for cause without further action being necessary on the part of such Director or on the part of the Board of Directors, in the event that such Director fails to attend at least two thirds (2/3) of the regular meetings of the Board of Directors in any calendar year. Following the removal of a Director in the manner provided in this paragraph (c), the Secretary of the Corporation shall report such fact to the Board of Directors at the meeting of the Board of Directors next following the absence causing the removal.

(d) Vacancies occurring in the Board of Directors for any reason may be filled by a vote of majority of the Directors then in office; provided, however, any vacancy occurring in the Class B Directors shall be filled by the Mayor with the advice and consent of the Borough Council. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

(e) Notwithstanding the provisions of paragraphs 4.05(b) and (c) hereof, upon the removal of a Director pursuant to either such provision, the removed Director may petition the Board of Directors in writing for reinstatement as a Director of the Corporation. Any such petition for reinstatement must (i) set forth in detail an explanation for each absence which explanation must demonstrate just cause for the reinstatement and (ii) must be received by the Secretary of the Corporation not later than ten (10) days prior to a regularly scheduled Board of Directors meeting in order for such petition to be considered at such meeting. Upon the receipt of any such petition for reinstatement by the Corporation, the Board of Directors at its next regularly scheduled meeting following receipt of any such petition in accordance with this paragraph (e) shall consider each such petition and only upon the affirmative vote of a majority of the Directors present shall such removed Director be reinstated. A reinstated Director shall be deemed to have no absences upon such reinstatement.

4.06 Meetings.

(a) The annual meeting of the Board of Directors shall be held in January of each year. The Secretary shall cause to be mailed to each Director at his or her address a notice stating the time and place of the annual meeting.

(b) Regular meetings of the Board of Directors shall be held at least ten (10) times per year, including the annual meeting in January. The other nine (9) dates shall be established by the Board of Directors at its annual meeting in January. Meetings shall be held at such locations and at such times as chosen by the Board of Directors at the annual meeting of the Board of Directors, and no additional notice of place, day and hour of regularly scheduled meetings need be given to any Director.

(c) At the initial meeting of the Board of Directors, officers shall be elected to serve until the first annual meeting of the Board of Directors. At each annual meeting of the Board of Directors thereafter, the officers of the Corporation shall be elected.

(d) Officers elected at the respective initial or annual meetings shall take office effective immediately upon election.

(e) Special meetings of the Board of Directors may be called by the President or by a majority of the Directors, which meetings need not be open to the public.

4.07 Notice of Meetings. Notice of the time, place, manner, and purpose or purposes of annual, regular or special meetings of the Board of Directors shall be given or served personally, by mail, by fax, by telephone, or by electronic mail, upon each person who appears upon the books of this corporation as a Director, provided, however that the business which may be transacted at any meeting shall not be limited to the purpose or purposes set forth in such notice. Notice of any annual, regular or special meeting shall be given not less than five (5) or more than sixty (60) days prior to the date of such meeting. Such notice, if mailed, shall be directed to each Director at the Director's address as it appears on the books of the Corporation, unless the Director shall have filed with the Secretary of the Corporation a written request that such notice be mailed to some other address, in which case the notice shall be mailed to the address designated in such request. The Secretary of the Corporation shall send, or cause to be sent, notice of meetings.

4.08 Waiver of Notice. Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or these By-Laws, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the Directors of the Corporation or to the members of a committee or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time if at any time before or after such action is completed the notice requirement is waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken.

4.09 Quorum. Six Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by statute, the Certificate of Incorporation, or these By-Laws, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Directors present, by a majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

4.10 Voting. At every meeting of the Board of Directors, each shall Director be entitled to one (1) vote, in person and not by proxy, for each matter which comes before such meeting.

4.11 Action by Consent; Meetings by Conference Call. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if, prior or subsequent to the taking of such action, a written consent to such action is signed by all of the Directors or by all members of such committee, as the case may be, and if such written consent is filed in the minutes of the Corporation. Meetings by telephone conference call or by any means of communication by which all persons are able to hear each other shall be permitted, upon proper notice, provided that a quorum of Voting Directors participates in any such conference call.

4.12 Compensation. Directors shall not receive any compensation for their services as a Director of the Corporation, but by resolution of the Board of Directors, individual Directors may be recompensed for any actual expenditures which may be incurred while engaged in the Corporation's business.

ARTICLE V

5.01 Committees Generally. By resolution adopted by a majority of the Board of Directors, the Board of Directors may provide for such standing or special committees with such powers and duties as the Board of Directors deems desirable and may discontinue the same at its pleasure. The members of all such committees shall be appointed and the committee chairman named by the President. At least one member of each standing or special committee shall be a member of the Board of Directors; the remaining members of such committees may but need not be members of the Board of Directors. Each committee shall keep full and fair accounts of its transactions and accurate minutes of its meetings. Vacancies on any committee shall be filled by the President.

5.02 Committee Reports. All recommendations by a committee shall be reported in writing to the Board of Directors.

5.03 Meetings of Committees. Each committee shall meet at the call of the chairman of any such committee or any two members of any such committee.

5.04 Participation in Committee. In selecting members of committees, the Board of Directors shall encourage widespread participation among members of the business community within the District and others concerned about the purposes of the Corporation. From time to time, special committees may be named to advise the Board of Directors on issues for which additional perspectives may be required, and public meetings may be held to solicit advice from those concerned about the economic well-being of the District.

ARTICLE VI

6.01 Officers. The officers of the corporation shall be elected at the annual meeting of the Board of Directors by the affirmative vote of a majority of the Voting Directors, and shall include a President, one or more Vice Presidents, a Treasurer, and a Secretary. Officers shall be chosen from among the Directors. By a majority vote of the full membership of the Board of Directors, the Board of Directors may appoint such other subordinate officers as it may desire either from within or without its membership. Each officer shall serve for a term one (1) year. Any two (2) or more of the above mentioned officer positions, except the positions of President and Secretary, may be held by the same person, provided that no officer shall execute, acknowledge or verify any instrument in more than one capacity.

6.02 President and Vice President.

(a) The President shall preside at all meetings of the Board of Directors at which he or she shall be present. He or she shall have and may exercise such powers as are from time to time assigned to him or her by the Board of Directors.

(b) The Vice President, at the request of the President or in his or her absence, or during his or her inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. The Vice President shall have such other duties as may be assigned to him or her by the President.

(c) The President shall have general charge and supervision of the activities and affairs of the Corporation; when authorized by the Board of Directors, he or she may sign and execute in the name of the Corporation all authorized instruments, except where the signing and execution thereof shall have been expressly delegated by resolution of the Board of Directors to some other officer or agent of the Corporation.

6.03 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for such purpose; he or she shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; he or she shall be custodian of the records of the Corporation; he or she shall see that the corporate seal is affixed to all documents which require said seal and which he or she has been authorized to execute on behalf of the Corporation,

and when so affixing may attest to the same; and, in general, he or she shall perform all duties as, from time to time, may be assigned to him or to her by the Board of Directors or the President.

6.04 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such bank, or other depositories as shall, from time to time, be selected by the Board of Directors. Whenever requested, he or she shall provide an account of the financial condition of the Corporation, and, in general, shall perform all duties incident to the office of a treasurer of a Corporation and such other duties as may be assigned to him or to her by the Board of Directors or the President.

6.05 Subordinate Officers. The Board of Directors may from time to time appoint such subordinate officers as it may deem desirable in the manner provided herein. Each such officer shall perform such duties as the Board of Directors or the President may prescribe.

6.06 Removal. Any officer of the Corporation may be removed from office with or without cause by the affirmative vote of a majority of the Voting Directors.

6.07 Additional Employees or Agents. The Board of Directors may hire and/or retain an administrator, manager, staff and/or consultants as the Board of Directors shall deem necessary to achieve the purposes of the Corporation.

ARTICLE VII

7.01 Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes and other evidence of indebtedness, issued in the name of the Corporation, shall be signed by such of the officers and/or Directors as may from time to time be provided by resolution of the Board of Directors.

7.02 Annual Audit. The books of accounts and the annual financial statements of the Corporation shall be audited annually by an independent certified public accountant selected by the Board of Directors. A certified duplicate copy of such audit shall be delivered by the Corporation to the Committee within four (4) months of the close of the fiscal year of the Corporation. Within five (5) days of delivery of the audit to the Committee, the Corporation shall file a certified duplicate copy of such audit with the Director of the Division of Local Government Services of the State of New Jersey Department of Community Affairs.

7.03 Annual Budget. Not later than December 1 of each year, the Corporation shall submit to the Committee for the Committee's approval a detailed business plan and budget for the upcoming fiscal year ("Budget"). Any Budget submitted by the Corporation to the Committee shall be accompanied by a written report detailing how such Budget contributes to the goals and objectives for the District. The Budget shall be introduced, approved, amended as necessary and adopted by resolution of the Committee upon the affirmative vote of a majority of the members of the Committee.

7.04 Fiscal Report. The Corporation shall, pursuant to N.J.S.A. 40:56-80, submit to the Committee, within thirty (30) days of the close of the fiscal year of the Corporation, an annual report

consisting of (i) a narrative covering the previous fiscal year's operations, and (ii) the Corporation's financial statements.

7.05 Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31, unless otherwise provided by the Board of Directors.

ARTICLE VIII **MISCELLANEOUS**

8.01 Seal. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, New Jersey". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

8.02 Bonds. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of his or her duties with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

8.03 Amendments. These By-Laws may be altered, amended, or repealed by the affirmative vote of a majority of the Voting Directors at any regular or special meeting of the Board of Directors, so long as any such amendment is not inconsistent with the requirements of the Ordinance.

8.04 Contracts and Services. The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they also may be acting as individuals, or a director of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, members, directors, or otherwise. Notwithstanding the foregoing, any contract, transaction, or act on behalf of the Corporation in a matter in which any Director or officer is personally interested as a stockholder, director, or otherwise must be disclosed to the Board of Directors in writing, conducted at arm's length, shall not violate any prohibition against the Corporation's use or application of its funds for private benefit, and shall be approved in accordance with N.J.S.A. 15A:6-8 as same may be amended or modified and any successor statute thereto. Common or interested Directors may be counted in determining the presence of a quorum at any meeting at which any such contract or transaction is authorized, approved or ratified; provided, however, such authorization, approval or ratification shall only be effective by the affirmative vote of a majority of the disinterested Directors present and voting.

8.05 Books and Records. The Corporation shall make available for inspection by the general public, at the Corporation's principal place of business during regular business hours, all books, records, accounts and reports of the Corporation.

ARTICLE IX

9.01 Indemnification. Indemnification of any person who is a Director, officer, employee or corporate agent of the Corporation shall be provided to the fullest extent permitted by N.J.S.A. 15A:3-4 as same may be amended or modified and any successor statute thereto or any other applicable provision of law. Such indemnification shall include, without limitation, indemnification against the actual

amount of net loss, including counsel fees, reasonably incurred by or imposed upon him or her in connection with such action, except as to matters for which he or she shall be ultimately found in such action to be liable for gross negligence or willful misconduct. In the event of any settlement of such a case, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified had not been guilty of gross negligence or willful misconduct.

9.02 Exculpation. Unless acting in bad faith, neither the Board of Directors nor any Director, officer or corporate agent shall be personally liable in any respect for any action or lack of action arising out of the execution of his or her office. The Corporation shall be bound by the good faith actions of the Board of Directors, officers and corporate agents of the Corporation, in the execution of the duties and powers of said Directors, officers and corporate agents. However, nothing contained herein shall be construed so as to exculpate Directors, or any of them, from discharging their fiduciary responsibilities.

9.03 Interpretation. This Article is subject to N.J.S.A. 15A:3-4 as same may be amended or modified and any successor statute thereto. Nothing in this Article shall be construed so as to conflict with or violate the terms of N.J.S.A. 15A:3-4. Any and all requests for indemnification under this Article shall be made, and shall be heard and decided by the Board of Directors, in accordance with the applicable terms of N.J.S.A. 15A:3-4.

ARTICLE X **PROHIBITION AGAINST SHARING IN** **CORPORATE EARNINGS; DISSOLUTION**

10.01 No Private Inurement. No Director, officer, employee, committee member, or other person connected with the Corporation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the Corporation at any time; provided, however, that this shall not prevent the payment to any such person of reasonable compensation, as determined by the Board of Directors, for services rendered to or for the Corporation and/or reimbursement of reasonable expenses incurred in connection with such services. None of the persons enumerated in this Section shall be entitled to share in the distribution of any of the Corporation's assets upon the dissolution of the Corporation.

10.02 Procedure Upon Dissolution. In the event of a liquidation, dissolution, termination, or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Directors shall, after provision for all liabilities, distribute any remaining assets or property of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code to such organization or organizations then located in the United States and qualified under Section 501(c)(3) of the Code, or to a state or local government for a public purpose, as the Board of Directors shall deem appropriate. Any assets of the Corporation not so disposed of shall be disposed of by the Superior Court of the State of New Jersey exclusively for such purposes or to such organization or organizations as such Court shall determine are organized and operated exclusively for such purposes.

ARTICLE XI **EXEMPT ACTIVITIES**

11.01 Preservation of Exempt Status. Notwithstanding any other provision of these By-Laws, no Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization for which contributions to such organization are deductible under Sections 170, 2055(a)(2), or 2522(a)(2) of the Code.

11.02 Prohibition on Lobbying. 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

CERTIFICATE

I, the undersigned Secretary of the **Springfield Community Partnership Management Corporation**, hereby certify that the above is a true copy of the By Laws of said Corporation duly adopted and in full force and effect.

Secretary

Dated