

**FILED**

MAR 13 2014

**STATE TREASURER**

**CERTIFICATE OF INCORPORATION  
OF  
OVERTIME ANGELS, INC.**

0101031435

The undersigned person, acting as incorporator of a corporation under the New Jersey Nonprofit Corporation Act, as set forth in Title 15A of the New Jersey Statutes, adopts the following Certificate of Incorporation:

1. **Name of Corporation.** The name of the corporation is OVERTIME ANGELS, INC. (hereinafter referred to as "the Corporation").
2. **Purpose and Powers.** The Corporation is a non-profit, non-membership corporation, organized for the following purposes:
  - (a) The specific and primary purposes for which the Corporation is formed is to: (i) provide funding for uninsured medical bills for qualified individuals; (ii) provide funding and assistance to established charitable causes that the Corporation chooses to support; and (iii) establish a resource for individuals who want to help others by providing employment opportunities, health and wellness education and connections with the community.
  - (b) The general purposes for which this corporation is formed are to operate exclusively for such scientific, educational and/or charitable purposes as will qualify it as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as "the Code") or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under §501(c)(3) of the Code.
3. **Membership.** The Corporation will have no members.
4. **Registered Office and Agent for Service.** The street address of the Corporation's initial registered office is 34 Marigold Lane, Marlboro, New Jersey 07746. The name of the Corporation's initial registered agent at that address is Michael N. Rosenthal.
5. **Board of Trustees.** The Corporation shall be governed by a Board of Trustees which shall number no less than THREE (3) and no more than TEN (10). The criteria

for qualification and the method for selecting Trustees shall be set forth in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the Board's initial Trustees are:

Michael N. Rosenthal, President and Treasurer  
34 Marigold Lane  
Marlboro, New Jersey 07746

Lance L. Kasten, III, Vice-President  
496 Bottesford Court  
Severna Park, Maryland 21146

James E. Brunke, III, Secretary  
112 Ringtail Run  
Kennett Square, Pennsylvania 19348

6. **Incorporator.** The name and address of the incorporator, who is over the age of 18, is James J. Costello, Jr., Esq., c/o Vizzoni & Costello, L.L.C., 1256 Route 202/206 North, Bridgewater, New Jersey 08807.

7. **Dissolution.** Upon the dissolution of the Corporation, or the winding up of its affairs, whether voluntary or involuntary, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, will be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for scientific, educational and/or charitable purposes and which has established its tax exempt status under §501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

8. **Indemnification.** A trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that nothing contained herein shall relieve a trustee or officer from liability for any breach of duty based on an act or omission: (a) in breach of such person's duty of loyalty to the Corporation; (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.

9. **Prohibited Activities.** The property of the Corporation is irrevocably dedicated to scientific, educational and/or charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual, 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 Paragraph 2., hereof. The Corporation will not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor will it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, 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 §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, for the purpose of forming the Corporation as a nonprofit charitable corporation under the laws of New Jersey, has executed this Certificate of Incorporation on the 12<sup>th</sup> day of March, 2014, intending that same be thereafter filed in the office of the New Jersey Secretary of State.



James J. Costello, Esq., Incorporator