

New Jersey Division of Revenue  
**RESTATED CERTIFICATE of INCORPORATION**  
*of*

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Pursuant to the provisions of Section 15A:9-5 (d), the undersigned corporation hereby executes the following Restated Certificate of Incorporation:

1. Name of Corporation:

2. Corporation Number:

3. Current Registered Agent:

4. Current Registered Office:

Street & Postal Designation, if applicable

City

State

Zip

5. Purpose for which this corporation is organized:

6. The Corporation \_\_\_ shall \_\_\_ shall not have members.

If there are members, the qualification will be \_\_\_ set forth in the by-laws or as provided:

7. The Duration of the corporation is:

8. The Current Board of Trustees consists of \_\_\_\_\_ Trustees.

(Note: Minimum of three Trustees required. Address cannot be that of the corporation.)

Name

Street Address

City

State

Zip

9. The method of electing trustees will be \_\_\_ set forth in the by-laws OR as provided:

10. The method of distribution of assets shall be \_\_\_ set forth in the by-laws OR as provided:

11. 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 Nonprofit Corporations)

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Pursuant to Section 15:9-5 (d), the undersigned corporation hereby executes the following Certificate.

1. Name of Corporation:
2. Corporation Number:
3. The Corporation \_\_\_ has \_\_\_ does not have members.

A. For corporations with members

Number entitled to vote \_\_\_\_\_; Voting FOR: \_\_\_\_\_ Voting AGAINST: \_\_\_\_\_  
If any class or classes of members are entitled to vote thereon as a class, set forth the number of members in each class, the votes of each class voting for and against, and the number members present at meeting, OR,

\_\_\_ Adoption was by unanimous written consent without meeting.

Date of Adoption: \_\_\_\_\_

B. For corporations WITHOUT members

Number of Trustees \_\_\_ Voting FOR \_\_\_ Voting AGAINST \_\_\_  
Trustees present at meeting \_\_\_\_\_, OR,

\_\_\_ Adoption was by unanimous written consent without meeting.

Date of Adoption: \_\_\_\_\_

4. If the Restated Certificate *not only* restates and integrates, but FURTHER AMENDS the Certificate of Incorporation, then state the amendment:

5. Effective date of amendment is subsequent to the date of filing: \_\_\_\_\_  
(Not to exceed 30 days from date of filing)

Signature:

Date:

Name:

Title:

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

Instructions for Form C-100B  
**RESTATED CERTIFICATE for NON-PROFIT CORPORATIONS**  
**(Title15A)**

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 #'s 3 & 4 --Registered Agent And Office***

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

***Field # 5 -- Purpose***

List the purpose of the corporation (brief descriptive statement regarding the type of business that the corporation is conducting including IRS required wording). If the purpose is changing, indicate both the original and the new purpose.

***Field # 6 -- Members***

Indicate whether or not the corporation will have members. If there are members, state whether the member qualification is specified in the by-laws. If not, provide the qualifications.

***Field # 7 – Duration (optional)***

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

***Field # 8 -- Management***

List the total number of trustees (minimum of 3) **and** provide the name and street address of each. The trustee address cannot be that of the corporation.

***Field # 9 – Election of Trustees***

Indicate whether the election of trustees is set forth in the by-laws. If not, provide the method.

***Field # 10 – Distribution of Assets***

Indicate whether the distribution of assets is set forth in the by-laws. If not, provide the method of distribution.

***Field # 11 – 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 30 days after the filing date.

***EXECUTION (Signature/Date)***

Have the chairman, president or vice-president sign. The statute provides that only individuals in these specified positions may execute the document. Signatures with other titles are not permitted. 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 State Treasurer. If changing the corporation name, indicate the new name.

***Field # 2 – Adoption***

Indicate the date the restated Certificate of Incorporation was adopted.

***Field # 3 -- Voting***

- Indicate whether or not there are members.
- If there are members, indicate the number of members entitled to vote, and the number of votes cast for and against; OR that the members gave unanimous written consent without a meeting. Provide the date of adoption.
- If there are no members, indicate either: the number of trustees voting for or against along with the number of trustees present at the meeting; OR that the trustees gave unanimous written consent without a meeting. Provide the date of adoption.

**Field # 4 -- Intent**

Specify whether the corporation's intent is to restate, integrate **and amend** by specifying 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 and 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 # 5 --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 30 days after the filing date.

**EXECUTION (Signature/Date)**

Have the chairman, president or vice-president sign. The statute provides that only individuals in these specified positions may execute the document. Signatures with other titles are not permitted. Also, list the date of execution (signature).

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These documents should be filed 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>.)