

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CORE ASSOCIATION OF REALTORS, INC.  
FORMERLY KNOWN AS  
“MERCER COUNTY ASSOCIATION OF REALTORS, INC.”**

THE UNDERSIGNED, pursuant to the provisions of the New Jersey Nonprofit Corporation Act, N.J.S.A. § 15A:1-1, et seq. (the “Act”), hereby executes the following Amended and Restated Certificate of Incorporation:

1. The name of the corporation shall be CORE ASSOCIATION OF REALTORS, INC. (the “Corporation”).

The nature of the activities to be conducted, and the purposes to be promoted or carried out by the corporation, shall be exclusively those within the purview of a “business league” under Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent tax laws of the United States. Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

- a. To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests;
- b. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®;
- c. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced;
- d. To further the interests of home and other real property ownership;
- e. To unite those engaged in the real estate profession in the Corporation’s community with the New Jersey REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of membership therein;
- f. To designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®; and
- g. To perform all other acts and things not prohibited to a corporation organized under the laws of the State of New Jersey relating to nonprofit corporations, which are necessary, desirable, or appropriate to facilitate the accomplishment of the foregoing purposes.

2. The Corporation shall have different classes of members, the qualifications, voting rights and obligations of each such class shall be fixed and governed by the By-laws of the Corporation.

3. The affairs of the Corporation shall be managed by a Board of Directors. The exact number of directors, their terms, and the method of selection of the directors of the Corporation shall be set forth in the Bylaws of the Corporation. The names and addresses of the current directors are listed on Exhibit A attached hereto.

4. The address of the Corporation's registered office, and the name of the Corporation's registered agent at that address, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
George Scott Glenfield	1428 Brunswick Avenue Trenton, New Jersey 08638

5. The duration of the Corporation shall be perpetual.

6. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members, employees or other private persons, 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 Article 2 hereof. Notwithstanding any other portion of this Certificate of Incorporation, 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)(6) of the Code.

7. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation to the New Jersey REALTORS® so long as it shall remain a Section 501(c)(6) tax exempt organization, or, within its discretion, to any other non-profit tax-exempt organization under Section 501(c)(6) with the same or similar purposes.

8. No Director or officer shall be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that this provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the Corporation, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit. The Corporation shall indemnify directors and officers to the full extent permitted by Section 15A:3-4 of the Act, and to the full extent otherwise permitted by law.

9. This Certificate of Incorporation is to be effective on the date of filing.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned officer has executed this Amended and Restated Certificate of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 2018.

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Teresa Trigas-Pfefferle, President

**CERTIFICATE REQUIRED TO BE FILED  
WITH THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

Pursuant to Section 15A:9-5(e) of the New Jersey Non-Profit Corporation Act, the undersigned officer of the Corporation hereby executes the following certificate:

1. The name of the corporation is CORE ASSOCIATION OF REALTORS, INC. (the “Corporation”).
2. The Corporation’s identification number is: 0900037459.
3. The Corporation has members, the qualifications of which shall be fixed and governed by the By-laws of the Corporation.
4. The Amended and Restated Certificate of Incorporation was adopted by the trustees of the Corporation at a meeting on \_\_\_\_\_, 2018. Of the \_\_\_\_\_( ) trustees of the Corporation, \_\_\_ were present at this meeting (which represents a quorum) and \_\_\_ voted in favor of adopting and filing this Amended and Restated Certificate of Incorporation and \_\_\_ voted against such adoption and filing and \_\_\_ trustees abstained from voting.

IN WITNESS WHEREOF, the undersigned officer has executed this Certificate on the \_\_\_ day of \_\_\_\_\_, 2018.

CORE ASSOCIATION OF REALTORS, INC.

By: \_\_\_\_\_  
Teresa Trigas-Pfefferle, President

**EXHIBIT A**

**Board of Trustees**

NAME

ADDRESS

Teresa Trigas-Pfefferle  
Susan LaRue  
Frank Torre  
Robert Grayson  
Kim Ward Bacso  
Joseph Kozoh  
Joseph Peters  
Michael Downer  
Todd James  
Tracee Schaefer  
Jonathan Kessler  
Scott Leifer  
David DePaola  
Donald A. Schulte  
Barbara A. Facompre  
Norman T. Callaway, Jr.  
Stephanie Bellanova  
Shani K. Dixon  
Genette L. Falk  
Susan Hughes  
Gloria Monks  
Susan A. Norman  
Carlo Vitale

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Revised 7/26/2018