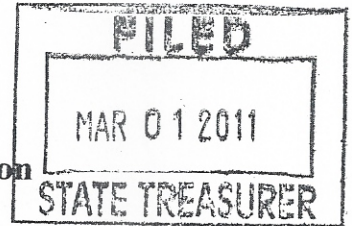


New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Non-profit Corporations)



Pursuant to the provisions of Title 15A:9-4 New Jersey Non-profit Corporation Act, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. Name of the Corporation: People for People Foundation of Gloucester County, Inc.
2. Corporation Number: 0100914281
3. Article II, Sec. 1 of the Certificate of Incorporation is hereby amended to read as follows:
 - e) To provide decent affordable housing to people of low and moderate income.
4. The corporation has does not have members.

A. For Corporations WITH members:

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

 X Adoption was by unanimous written consent without meeting

Date of Adoption:

5. Other Provisions:

Signature: *Paul M Blackstock*
(Must be Ch. Of Bd. Pres. Or Vice Pres)

Date: 2-28-11

Name: Paul M Blackstock, VP
(Type Name and Title)

This document MUST be filed in triplicate.

PEOPLE FOR PEOPLE FOUNDATION OF GLOUCESTER COUNTY, INC.

**CERTIFICATE OF INCORPORATION
(FIRST AMENDMENT)**

ARTICLE I. NAME

Section 1. The name of this organization shall be "PEOPLE FOR PEOPLE FOUNDATION OF GLOUCESTER COUNTY, INC."

ARTICLE II. PURPOSE

Section 1. The corporation is a nonprofit corporation. The purposes for which the corporation is organized are:

- a) To grant money and assistance to people in times of need or hardship who are unable to find help through other relief organizations;
- b) To work with other relief organizations and institutions to identify and meet temporary and urgent needs of people experiencing troubled circumstances;
- c) To provide relief without regard to race, sex, creed, disability or national origin.
- d) This corporation shall be operated and organized as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- e) To provide decent affordable housing to people of low and moderate income. (Amendment 4/5/2011)

ARTICLE III.

The street address of the initial registered office of the corporation shall be 36 Euclid Street, Woodbury, New Jersey 08096. The name of its initial registered agent is Thomas H. Ward, Esquire.

ARTICLE IV.

There shall be no members of the corporation.

ARTICLE V.

The method of electing trustees shall be as set forth in the bylaws of the corporation.

ARTICLE VI.

The corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act and to the full extent otherwise permitted by law.

ARTICLE VII.

The number of trustees constituting the first Board is three and the names and addresses of the persons who are to serve as such trustees are:

NAME	ADDRESS
Bernadette E. Blackstock	165 Butchs Lane, Franklinville, NJ 08322
Sharon Bianchi	295 Lincoln Road, Pilesgrove, NJ 08098
Kathleen O'Driscoll	361 Bridgeton Pike, Mullica Hill, NJ 08062

The bylaws shall provide the number of trustees other than the first Board.

ARTICLE VIII.

No trustee, member or officer of the corporation shall as such receive or become entitled to receive at any time any part of the net earnings or other net income of the corporation, nor

shall any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, nor shall the corporation carry on propaganda or otherwise attempt to influence legislation, nor shall the corporation participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IX.

Section 1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

Section 5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE X.

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of the corporation but shall be distributed as the by-laws may direct in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code or to the United States, a State or a local government.

ARTICLE XI.

The name and address of the incorporator is Thomas H. Ward, Esquire, 36 Euclid Street, Woodbury, New Jersey 08096.

IN WITNESS WHEREOF, the undersigned has executed the Certificate of Incorporation this 28th day of October, 2003.

/s/ Thomas H. Ward
THOMAS H. WARD