

RULS-AD-1984-95

3-27-89

Certs of incorporation for "The Hills"

- w/ procedure for homebuyer selection
- w/ By laws for "the Hills"

DT-28 evid.
11/7/84 - evid

CERTIFICATE OF INCORPORATION

OF

THE BEDMINSTER HILLS HOUSING CORPORATION

The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the New Jersey Nonprofit Corporation Act, does hereby certify:

ARTICLE I. The name of the corporation is THE BEDMINSTER HILLS HOUSING CORPORATION but, for brevity, it is hereafter in this Certificate referred to as the "Corporation".

ARTICLE II. The Corporation is organized exclusively as a public charitable organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code, but the failure to so qualify as such within the meaning of Section 501 (c) (3) of the Internal Revenue Code shall not cause the Corporation to fail in its purpose, which is to promote the social welfare of individuals of low and moderate income by assisting in the purchase or rental, at below market value, of affordable housing located in a certain portion of that property known as The Hills Village which is a Planned Unit Development in the Township of Bedminster, County of Somerset, State of New Jersey which certain portion of The Hills Village is known as The Village Green at Bedminster Neighborhood Condominium and, for this purpose, to:

- A. Provide a means whereby individuals can be qualified and approved as low income and/or moderate income potential purchasers or renters of Condominium Units within The Village Green at Bedminster Neighborhood Condominium.

BRENER, WALLACK & HILL
ATTORNEYS AT LAW

REVISED -
1984-95

- B. Administer a means for setting and controlling the initial and resale purchase and rental costs of Condominium Units within The Village Green at Bedminster Neighborhood Condominium.
- C. Establish and administer an assistance fund for owners and renters of Condominium Units within The Village Green at Bedminster Neighborhood Condominium.
- D. Establish and promulgate such rules, regulations, forms and procedures as are required to carry out the above activities.
- E. Perform such similiar and additional activities as are within the means of the Corporation to further low and moderate income housing needs in The Hills Village.
- F. Do any other thing permitted by law which will insure or promote the effective provision and maintenance of low and moderate income housing within The Hills Village.

ARTICLE III. The Corporation shall have Members the qualifications for which and the relative rights and limitations of different classes of which shall be as set forth in the By-Laws of the Corporation.

ARTICLE IV. The method of electing Trustees to the Board of Trustees of the Corporation shall be as set forth in the By-Laws of the Corporation.

ARTICLE V. The address of the initial registered office of the Corporation is the office of Brener, Wallack & Hill, Attorneys at Law, 2-4 Chambers Street, Princeton, New Jersey, 08540 and the name of the initial registered agent of the Corporation at such address is Michael D. Masanoff, Esquire.

ARTICLE VI. The Corporation shall idemnify 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 on the Board of Trustees constituting the initial board is eight (8) and the names and addresses, which are either the residence address or other address where the person regularly receives mail and which is not the address of the Corporation, of the persons who are to serve as Trustees on the initial Board of Trustees of the Corporation are as follows:

NAME

ADDRESS

1.	_____	_____
	_____	_____
2.	_____	_____
	_____	_____
	_____	_____
3.	_____	_____
	_____	_____
	_____	_____
4.	_____	_____
	_____	_____
	_____	_____
5.	_____	_____
	_____	_____
	_____	_____
6.	_____	_____
	_____	_____
	_____	_____
7.	_____	_____
	_____	_____
	_____	_____
8.	_____	_____
	_____	_____
	_____	_____

ARTICLE VIII. The name and address of the incorporator is: Robert W. Bacso, Jr., Esquire, 132 Bank Street, Princeton, New Jersey 08540.

ARTICLE IX. No Member of the Corporation or Trustee on the Board of Trustees 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 X. The corporate existence of the Corporation shall be unlimited, except that, as provided in the By-Laws, the Corporation may chose to become an affiliate or chapter of a state-wide organization created for the purpose of promoting the social welfare of individuals of low and moderate income by assisting such persons in the purchase or rental, at below market value, of affordable housing.

ARTICLE XI. Upon dissolution, after payments of all debts, no part of the remaining assets may be distributed to any Member of the Corporation or Trustee on the Board of Trustees or Officer of the Corporation but shall be distributed as the By-Laws may direct and in accordance with law, provided, however, that the distribution shall be to one or more organizations exempt under the provisions of Section 501 (c)(3) of the United States Internal Revenue Code or to the government of the State of New Jersey, or a political subdivision or agency thereof, provided the proceeds are used for the purpose of promoting the social welfare of and assisting individuals of low and moderate income by

assisting in the construction, rehabilitation or financing of low and moderate income housing or in the purchase or rental, at below market value, of affordable housing in, and according to the following order of priority: (A) The Hills Village, (B) the Township of Bedminster, (C) the County of Somerset, (D) the State of New Jersey, or a political subdivision or agency thereof; and in the event no such organization or government exists, to one or more organizations exempt under the provisions of Section 501 (c)(3) of the United States Internal Revenue Code.

ARTICLE XII. An amendment of this Certificate of Incorporation shall require an affirmative vote of two-thirds of the holders of membership in the Corporation.

ARTICLE XIII. The effective date of this Certificate of Incorporation is to be the date of filing in the office of the Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation the _____ day of _____, 1984.

Robert W. Bacso, Jr., Esquire
Incorporator

BEDMINSTER HILLS HOUSING CORPORATION

PROCEDURE FOR SELECTION OF HOMEBUYERS FOR VILLAGE GREEN UNITS
THE HILLS PUD, BEDMINSTER, NEW JERSEY,

REVISED DRAFT

I. GENERAL

The Bedminster Hills Housing Corporation (the Corporation) will be responsible for all screening and preselection of homebuyers for the Village Green housing units. Immediately upon organization of the Corporation, the Corporation will adopt formal policies for homebuyer selection, prepare and disseminate application and other forms, and advertise the availability of the Village Green units in newspapers of general circulation throughout the Bedminster region.

II. FIRST SELECTION POOL

A. General

1. The Corporation will establish a cut-off date for receipt of applications for the first selection pool. All applicants filing by that date will be governed by the procedures set forth in this section.

2. Applications will be accepted only from those providing adequate documentation of low or moderate income status, as defined by the Corporation. Two separate pools of applicants will be maintained, for low and for moderate income households respectively.

3. Any applicant seeking MFA financing for a unit at Village Green must also meet the selection criteria of the MFA, including status as a first-time homebuyer.

B. First Priority Category

1. The following classes of households will be considered first priority households for purchase of units at Village Green, subject to the household size classification set forth in Section II.C.

(a) Households with one or more wage earners working in Bedminster and meeting any one of the following criteria:

(1) Employees of the township and school district of Bedminster living in shared or deficient housing, to be given priority over other applicants in this category;

(2) Living in deficient housing, as that shall be defined by the Corporation;

(3) Living more than 20 miles from the place of work within Bedminster, by the most time-efficient route to work, or living in an urbanaid municipality as defined for purposes of the 'consensus' fair share housing allocation plan.

(b) Households representing indigenous housing need in the Township of Bedminster; i.e., households living in units either lacking plumbing, lacking adequate heating, or overcrowded, as defined for purposes of the 'consensus' fair share housing allocation plan.

C. Household Size Classification

1. All applicants in the first priority category will be classified according to the size of unit required, as determined by household size, number of children and age and sex of children in the household.

2. Within each household size class preference will be given to the larger household, or the household with the larger number of children aged 18 or under.

3. If there are an inadequate number of first priority households to fill the available units of a particular size, but an excess of first priority households of smaller or larger size, the excess households shall not be given units of inappropriate size, but shall be placed on the priority waiting list for units of appropriate size. The remaining units will be made available to second priority households of appropriate size and composition.

D. Second Priority Category

1. The following classes of household will be considered second priority households for purchase of units at Village Green:

(a) Households with one or more wage earners working within a ten mile distance of the Bedminster municipal boundary, and meeting either of the deficiency criteria set forth in Section II.B.1.(a) (2) and (3).

(b) Households living in Bedminster or within a ten mile distance of the Bedminster municipal boundary, and living in sub-standard housing or suffering from such other housing deficiency as may be defined by the Corporation.

2. Any households in the second priority category who are also residents in an 'urbanaid' municipality as defined for purposes of the 'consensus' fair share plan will be given highest priority among applicants within this category.

3. All of the household size classification procedures set forth in Section II.C. shall apply to households in the second priority category.

E. Additional Priorities

If the first selection pool yields an inadequate number of households in the first and second priority categories, and a substantial number of households who fit into neither category, the Corporation may establish further priority categories in order to facilitate the selection of homebuyers from the remaining households in the pool. In the absence of such action, all households not fitting into the two priority categories shall be treated equally.

F. Selection Within Priority Categories

If the procedure set forth above, after all households have been placed in the appropriate pool by income category and unit type, and classified according to the priority categories above, the Corporation may at its discretion employ a lottery or other random selection procedure to choose among households of equal priority ranking for a more limited number of housing units. The Corporation may also use such random procedures to rank applicants not falling into either priority category.

III. FURTHER SELECTION POOLS

A. Subsequent to the cut-off date established for the first selection pool, the Corporation may establish additional cut-off dates for one or more additional selection pools, in order to ensure that there be an adequate number of applicants

for the available units. All priority and housing size classification categories set forth in Section II shall apply to applicants in any further selection pool.

B. The Corporation may at its discretion, where a particular need or hardship has been established, place first priority households from the second or subsequent selection pools ahead of second or lower priority households in an earlier selection pool.

IV. WAITING LISTS

At the time when all of the units in any category; e.g., three bedroom units for low income families, have been sold, the Corporation will establish a waiting list for purchase of units in that category as they become available in the future, as follows:

1. Subsequent to their receipt of notification of eligibility to be on the waiting list, only those households requesting to be placed on the list shall be placed on the list. The Corporation will distribute forms for this purpose.

2. Households on waiting lists will be ranked according to the same priority ranking standards set forth above for the first selection pool, and any subsequent pools.

3. To the extent that there may be more than one household in any category or subcategory on the waiting list, rank among households in any category may be established on the basis of a lottery or other random selection method that the Corporation may employ.

B. The Corporation shall adopt such policies and procedures that it considers necessary, including periodic recertification of households on the waiting list, to ensure that waiting lists remain current, and that all households on the list are qualified for the units for which they applied.

C. The Corporation shall establish appropriate and fair procedures to adjust the status of households on the waiting list who, while still generally eligible for a unit at Village

Green, fall into a different pool or priority category by virtue of change in income, household size, or other status, at the time of annual recertification.

D. The Corporation shall adopt such additional policies as may be necessary in order to ensure the continued efficient operation of the sale and resale process.

THE BEDMINSTER HILLS HOUSING CORPORATION
BY-LAWS

ARTICLE I

Location of Office

Section 1. Principal Office. The principal office of the Corporation shall be located at the office of Brener, Wallack & Hill, 2-4 Chambers Street, in the Borough of Princeton, County of Mercer, State of New Jersey, until such future time as by action of the Board of Trustees of the Corporation, the principal office of the Corporation shall be transferred.

ARTICLE II

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Trustees.

ARTICLE III

Members

Section 1. Initial Classes. There shall initially be eight (8) classes of Members of the Corporation, as follows:

Class A. The holder of Class A membership shall be The Hills Development Company, a joint venture general partnership organized and existing under the laws of the State of New Jersey, having an address at 3 Burnt Mill Road, Pluckemin, New Jersey 07978.

Class B. The holder of Class B membership shall be The Hills Development Company, a joint venture general partnership organized and existing under the laws of the State of New Jersey, having an address at 3 Burnt Mill Road, Pluckemin, New Jersey 07978.

Class C. The holder of Class C membership shall be The Hills Development Company, a joint venture general partnership organized and existing under the laws of the State of New Jersey, having an address at 3 Burnt Mill Road, Pluckemin, New Jersey 07978.

Class D. The holder of Class D membership shall be the Township of Bedminster, a municipal corporation organized and existing under the laws of the State of New Jersey, having an address at The Municipal Building, Hillside Avenue, Bedminster, New Jersey 07921.

Class E. The holder of Class E membership shall be the Township of Bedminster, a municipal corporation organized and existing under the laws of the State of New Jersey, having an address at The Municipal Building, Hillside Avenue, Bedminster, New Jersey 07921.

Class F. The holder of Class F membership shall be the Public Advocate of the State of New Jersey, an appointed official of the State of New Jersey, having an office at The Hughes Justice Complex, Trenton, New Jersey 08625.

Class G. The holder of Class G membership shall be the Public Advocate of the State of New Jersey, an appointed official of the State of New Jersey, having an office at The Hughes Justice Complex, Trenton, New Jersey 08625.

Class H. The holder of Class H membership shall be Security Savings and Loan Association, an entity organized under Title 17 of the laws of the State of New Jersey, and having an address at 818 Landis Avenue, Vineland, New Jersey 08360.

Section 2. Rights and Limitations The initial relative rights and limitations of the different Classes of Members of the Corporation shall be as follows:

Class A. The holder of Class A membership shall be entitled to appoint one (1) Trustee to the Board of Trustees of the Corporation. This Class of membership is transferable as provided in Section 4 of this Article III.

Class B. The holder of Class B membership shall be entitled to appoint one (1) Trustee to the Board of Trustees of the Corporation. This Class of membership is transferable as provided in Section 4 of this Article III.

Class C. The holder of Class C membership shall be entitled to appoint one (1) Trustee to the Board of Trustees of the Corporation. This Class of membership is transferable as provided in Section 4 of this Article III.

Class D. The holder of Class D membership shall be entitled to appoint one (1) Trustee to the Board of Trustees of the Corporation.

Class E. The holder of Class E membership shall be entitled to appoint one (1) Trustee to the Board of Trustees of the Corporation.

Class F. The holder of Class F membership shall be entitled to appoint one (1) Trustee to the Board of Trustees of the Corporation. This Class of membership is transferable as provided in Section 4 of this Article III.

Class G. The holder of Class G membership shall be entitled to appoint one (1) Trustee to the Board of Trustees of the Corporation. This Class of membership shall terminate as provided in Section 3 of this Article III.

Class H. The holder of Class H membership shall be entitled to appoint one (1) Trustee to the Board of Trustees of the Corporation.

Section 3. Termination of Initial Classes Immediately upon the conveyance in the ordinary course of business of the last lot, parcel or unit within The Hills Village Class G membership shall terminate.

Section 4. Transfer of Membership Membership in a Class of the Corporation shall automatically transfer without the necessity for further action only as follows:

(A) Class A. Immediately upon the conveyance in the ordinary course of business of the last lot, parcel or unit within The Hills Village, Class A membership shall transfer from The Hills Development Company to The Village Green at Bedminster Neighborhood Condominium Association, Inc., a nonprofit corporation organized and existing under the laws of the State of New Jersey, having an office at Brener, Wallack and Hill, Attorneys at Law, 2-4 Chambers Street, Princeton, New Jersey. In the event that any transfer of membership in the Corporation shall not be accepted, then such a membership shall immediately terminate upon such non-acceptance.

(B) Class B. Immediately upon the conveyance in the ordinary course of business of the last lot, parcel or unit within The Hills Village, Class B membership shall transfer from The Hills Development Company to The Hills Village Master Association, Inc., a nonprofit corporation organized and existing under the laws of the State of New Jersey, having an office at Brener, Wallack and Hill, Attorneys at Law, 2-4 Chambers Street, Princeton, New Jersey. In the event that any transfer of membership in the Corporation shall not be accepted, then such a membership shall immediately terminate upon such non-acceptance.

(C) Class C. Immediately upon the conveyance in the ordinary course of business of the last lot, parcel or unit within The Hills Village, Class C membership shall transfer from The Hills Development Company to The Hills Village Master Association, Inc., a nonprofit corporation organized and existing under the laws of the State of New Jersey, having an office at Brener, Wallack and Hill, Attorneys at Law, 2-4 Chambers Street, Princeton, New Jersey. In the event that any transfer of membership in the Corporation shall not be accepted, then such a membership shall immediately terminate upon such non-acceptance.

(D) Notwithstanding any provision of these By-laws to the contrary, nothing herein shall be construed to, nor shall, confer any right, title or interest in or to the Corporation, its affairs or any Class of Membership in the Corporation in any person or entity to whom membership shall be transferred prior to such transfer as provided herein.

Section 5. Additional Members. The Board of Trustees by unanimous vote, may add additional Classes of member of the Corporation upon petition by a person or entity seeking to promote the social welfare of individuals of low or moderate income in the purchase or rental at below market value of affordable housing in the Township of Bedminster.

Section 6. Equal Rights. Except as provided above, each Class shall have equal rights and limitations.

Section 7. Retirement Upon prior written notification to the holders of membership in the other Classes of membership of the Corporation and the Members of the Board of Trustees, any holder of membership in a Class of the Corporation may retire as a member of such Class. Thereupon, such Class of membership shall be struck from the records of the Corporation, and a vacancy for the Member of the Board of Trustees appointed by such retiring holder of membership in the Corporation shall be created thereby; provided, however, that the retirement of any holder of membership in a Class which would otherwise be transferred to a third party pursuant to Section 3 of this Article III, shall serve to automatically accelerate such transfer of membership and upon the acceptance of such transfer of membership any vacancy on the Board of Trustees otherwise created thereby shall be filled only by the transferee of such membership pursuant to Section 4 of Article IV hereof.

ARTICLE IV

Board of Trustees

Section 1. Board of Trustees. The affairs of the Corporation shall be managed by a Board of Trustees initially composed of eight (8) members.

Section 2. Selection of Trustees. One (1) Member of the Board of Trustees shall be appointed by each holder of membership in a Class of the Corporation at the regular meeting or at any special meeting called for such purpose of appointing Members of the Board of Trustees. At such a meeting, the respective holders of membership in a Class of the Corporation shall designate and appoint to the Board of Trustees of the Corporation, such Member of the Board of Trustees as such holders of membership in a Class of the Corporation shall select.

All appointments shall be in the form of a written certification from such holders of membership in a Class of the Corporation and shall be signed by the duly authorized representative of such holder of membership in the Corporation or such holder's proxy. Such certification shall state the valid and binding authority and power of the person executing such certification to appoint a person as a Member of the Board of Trustees, to the Board of Trustees of the Corporation. Appointments shall be effective upon their tendering to the President of the Corporation at the regular meeting or at any special meeting called for such purpose of appointing Members of the Board of Trustees.

The President shall announce any change in the constituency of the Board of Trustees to the incumbent Board of Trustees and cause the Secretary of the Corporation to enter the names of such appointed Members of the Board of Trustees in the records of the Corporation. The term of office for each such Member of the Board of Trustees shall be for one (1) year or until such member's successor is selected and qualified.

Section 3. Removal. Any Member of the Board of Trustees may be removed from office with or without cause upon the notification of such removal, in writing, by the holder of membership in the Corporation entitled to appoint such Trustee to the Board of Trustees. Removal shall be effective upon the tendering to the President of the Corporation of the written notice of such removal.

Section 4. Increase in Trustees. The number of Members of the Board of Trustees shall only be increased upon an affirmative vote of two-thirds of the holders of membership in the Corporation.

Section 5. Vacancy. In the event of a vacancy on the Board of Trustees for any reason other than retirement of a Class of Membership in the Corporation or an increase in the number of the Members of the Board of Trustees, such vacancy shall be filled solely by the appointment of a Member of the Board of Trustees by the holder of membership in such Class as shall have previously appointed the Member of the Board of Trustees whose resignation, death, removal or other disabilities causes such vacancy.

In the event of the retirement of any holder of membership in a Class of the Corporation, any resulting vacancy shall be filled by the holder of membership in a Class in the Corporation to whom such membership in a Class of the Corporation shall have been transferred by reason of such retirement, if any; otherwise any resulting vacancy shall be left vacant and not filled by the remaining Members of the Board of Trustees until the next regular meeting of the holders of membership in the Corporation, at which time such vacancy shall be filled by the affirmative vote of a majority of the holders of membership in the Corporation.

In the event of a vacancy on the Board of Trustees due to an increase in the number of Members of the Board of Trustees, any resulting vacancy shall

be filed only upon an affirmative vote of two-thirds of the holders of membership in the Corporation.

Section 6. Meetings. Annual meetings of the Board of Trustees for the election of officers and such other business as may come before the meeting shall be held during the third week in April of each year upon not less than ten nor more than sixty days written notice of the time and place of the meeting at the principal office of the Corporation, or such other time and place as shall be specified in the notice of meeting. Meetings may be adjourned by the Board to a date later than the time so stated. The Board of Trustees may provide for additional regular meetings which may be held without notice by resolution adopted at any meeting of the Board of Trustees. Except as otherwise provided in the Certificate of Incorporation and these By-laws, any action may be taken at any legally convened meeting of the Board of Trustees upon the affirmative vote of a quorum of the Board of Trustees present at such meeting in person or by proxy.

Section 7. Special Meetings. Special meetings of the Board of Trustees for any purpose at any time shall be held upon the call of the President or the Executive Director or any two (2) of the Members of the Board of Trustees.

Section 8. Notice. Notice of a meeting need not be given to any Member of the Board of Trustees who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Member of the Board of Trustees of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting. Notice of any adjourned meeting shall be given, and shall include the time and place fixed for such meeting.

Section 9. Unanimous Consent. The Board of Trustees may act without a meeting if, prior or subsequent to such action, each Member of the Board of Trustees shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

Section 10. Meeting by Telephone. The Members of the Board of Trustees may participate in a meeting of the Board of Trustees by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 11. Quorum A majority of the Members of the Board of Trustees in person or by proxy or by means of a telephone conference call, shall constitute a quorum thereof for the transaction of business. The act of the majority of such Members of the Board of Trustees at a meeting at which a quorum is present shall be the act of said Board of Trustees. If any meeting cannot be held because a quorum is not present, the Members of the Board of Trustees present, either in person or by proxy, may adjourn the meeting to a time not less than two (2) nor more than thirty (30) days from the time set for the original meeting.

Section 12. Committees. The Board of Trustees may, by resolution adopted by a majority of the Members of the Board of Trustees setting forth the life and term of committees, appoint one (1) or more committees of one (1) or more committee members, each of which committees shall consist of at least one (1) Member of the Board of Trustees and may have as committee members persons who are not Members of the Board of Trustees and, to the extent provided in the resolution, shall have and may exercise the authority of the Board of Trustees, except that no such committee shall:

- (a). make, alter or repeal any provision of the Certificate of Incorporation or any By-law of the Corporation;

- (b). remove any committee member, with or without cause;
- (c). elect or appoint any officer or remove any officer;
- (d). make any grants or distribution of funds;
- (e). amend or repeal any resolution previously adopted by the Board of Trustees;
- (f). establish a subcommittee

A majority of each such committee shall constitute a quorum for the transaction of business and the act of a majority of the members of such committee present at a meeting at which a quorum is present shall be the act of such committee but shall not be the act of the Corporation unless ratified by the Board of Trustees. Each such committee shall appoint from among the members of such committee a chairman or co-chairman unless the resolution of the Board of Trustees establishing such committee designates the chairman or co-chairman, in which case, in the event of a vacancy in the chairmanship, the Board of Trustees shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of the proceedings of such committee which shall be reported to the Board of Trustees at the meeting of the Members of the Board of Trustees next following such committee meeting.

ARTICLE IV

Meetings

Section 1. First Meeting. The first meeting of the Holders of membership in the Corporation shall be held on April 11, 1984 at the principal office of the Corporation.

Section 2. Annual Meeting. There shall be an annual meeting of the holders of Class membership in the Corporation on the third Wednesday in

April of each year at 10:00 a.m. at the principal office of the Corporation upon not less than ten (10) nor more than sixty (60) days written notice of the time, place and purposes of the meeting, or at such other reasonable place or time as may be designated in the notice of meeting, to appoint and remove Members of the Board of Trustees and to take such other action as shall come before the meeting.

All notices of meetings shall be addressed to each holder of membership in the Corporation as such holder's address appears on the books of the Corporation.

The President, or the Executive Director, of the Corporation, or in the absence of both, the Vice President, shall call meetings of the members of the Corporation to order and act as chairman of such meetings. In the absence of said officers, any holder of membership in the Corporation or such holder's proxy may call the meeting to order, and a chairman of the meeting shall be elected. The Secretary of the Corporation, or in the Secretary's absence an Assistant Secretary, if any, shall be secretary of such meetings. In the absence of said officers, any holder of membership in the Corporation or such holder's proxy may act as secretary of such meetings.

Except as provided otherwise in the Certificate of Incorporation and these By-laws, any action may be taken at any legally convened meeting of the holders of membership in the Corporation upon the unanimous vote of such holders of membership in the Corporation present at such meeting in person or by proxy.

Section 3. Special Meetings. Special meetings of the holders of membership in the Corporation for any purpose at any time shall be held upon the call of the President, or the Executive Director, or any two (2) of the Members of the Board of Trustees.

Section 4. Waivers of Notice. Notice of a meeting need not be given to any holder of membership in the Corporation who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such holder of membership in the Corporation of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the holders of membership in the Corporation need be specified in the notice or waiver of notice of such meeting. Notice of any adjourned meeting shall be given and shall include the time and place fixed for such meeting to be held.

Section 5. Action Without Meeting. The holders of membership in the Corporation may act without a meeting if, prior or subsequent to such action, each such holder of membership in the Corporation shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

Section 6. Meeting by Telephone. The holders of membership in the Corporation may participate in a meeting of the holders of membership in the Corporation by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 7. Quorum. A majority of the holders of membership in the Corporation in person or by proxy or by means of a telephone conference call, shall constitute a quorum thereof for the transaction of business. The act of the majority of such holders of membership in the Corporation at a meeting at which a quorum is present shall be the act of said Corporation. If any meeting cannot be held because a quorum is not present, the holders of membership in the Corporation present, either in person or by proxy, may adjourn the meeting to a time not less than two (2) days nor more than thirty (30) days from the time set for the original meeting.

ARTICLE V

Expenses and Surplus

Section 1. Expenses. The expenses of the Corporation shall be those expenses authorized by the Board of Trustees or Officers of the Corporation and incurred by the Corporation through the exercise of its powers and authority and the performance of its duties.

Section 2. Compensation. No holder of membership in the Corporation nor Member of the Board of Trustees nor 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 purpose, 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. The fees, salaries or remuneration of the President and Executive Director shall be set by the Board of Trustees.

ARTICLE VI

Powers and Duties of the Board of Trustees

Section 1. Specific Powers. In order to further the purpose of the Corporation, the Board of Trustees, acting through the Officers of the Corporation, may

(A) Formulate and administer a procedure whereby individuals can be qualified and approved as low income and/or moderate income potential purchasers of affordable condominium units in The Village Green Neighborhood Condominium; and

(B) Certify such eligible individuals to the seller of such affordable condominium units in The Village Green Neighborhood Condominium; and

(C) Institute and maintain a separate interest bearing account wherein funds may be held in escrow, to be known as "The Village Green Neighborhood Condominium Assistance Fund"; and

(D) Maintain the affordability of condominium units within The Village Green Neighborhood Condominium by controlling the resale of condominium units within The Village Green Neighborhood Condominium to low and moderate income buyers and, in its discretion, by purchasing such affordable condominium units for future resale or rental to low and moderate income buyers; and

(E) Accept the assignment and/or contribution of any present or future funds for deposit into The Village Green Housing Assistance Fund; and

(F) Formulate rules, regulations and procedures in furtherance of the foregoing.

Section 2. General Powers. The Board of Trustees shall have the power:

(A) To call special meetings of the members of the Corporation whenever it deems it necessary;

(B) To appoint and remove at its pleasure all officers, agents, and employees of the Corporation, prescribe their duties, and require from them such security or fidelity bond or other indemnity as it may deem expedient or prudent. Nothing in these By-laws shall be construed to prohibit the employment of any officer or member of the Board of Trustees of the Corporation in any capacity whatsoever;

(C) To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation;

- (D) To authorize contracts with persons, firms or corporations to carry out any of the functions, powers, duties and responsibilities delegated to it for the benefit of the Corporation;
- (E) To create and fill any vacancy in any committee;
- (F) To appoint one (1) or more persons to serve as an alternate to act, in the absence of any committee member in the place of such person committee member with all the powers of such absent committee member, except that no alternate committee member who is not a Member of the Board of Trustees may act in the place of such absent committee member who is a Member of the Board of Trustees;
- (G) To abolish any such committee at the pleasure of the Board of Trustees;
- (H) To establish and abolish a subcommittee of such committee; and
- (I) To remove any such member of any such committee or subcommittee at any time, with or without cause;

Section 3. Duties. It shall be the duty of the Board of Trustees:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a report thereof to the holders of membership in the Corporation at the annual meeting or at any special meeting when so requested in writing by any holder of membership in the Corporation;
- (b) To supervise all officers, agents and employees of the Corporation, and to see that their duties and functions are properly discharged.

ARTICLE VII

Officers

Section 1. Officers. At its annual meeting, the Board of Trustees shall elect the following officers of the Corporation: a President, Executive Director, Vice President, Secretary and Treasurer. The Board of Trustees may elect such number of Assistant Secretaries and Assistant Treasurers and such other officers as it shall deem necessary. Officers may, but need not, be Members of the Board of Trustees. Any two or more offices may be held by the same person provided that no officer shall execute, acknowledge, or verify any instrument in more than one capacity. The Board of Trustees, by resolution adopted by a majority of the Members of the Board of Trustees, may remove any officers, with or without cause. The duties and authority of the officers shall be determined from time to time by the Board of Trustees. Subject to any such determination, the officers shall have the following duties and authority:

(A) The President shall be chief executive officer of the Corporation, shall have general charge and supervision over and responsibility for the affairs of the Corporation and shall preside at all meetings of the Board of Trustees and shall administer the enforcement of all resolutions, orders and policies of the Board of Trustees and shall enter into and execute in the name of the Corporation, contracts or other instruments not in the regular course of business which are authorized either generally or specifically by the Board of Trustees. Unless otherwise directed by the Board of Trustees, all other officers shall be subject to the authority and supervision of the President. The President shall have the general powers and duties of management usually vested in the office of president of a corporation and shall set such reasonable duties, fees, salaries or compensation for the other officers of the Corporation as he shall determine within any limitations set by the Board of Trustees. The President

may delegate from time to time to any other officer, any or all of such duties or authority.

(B) The Executive Director shall have the duty and authority to administer and perform, through the means of the structure of the Corporation or by contact with others, the duties and functions of the Corporation, in furtherance of the purpose of the Corporation, as more particularly set forth in Article VI hereof.

The Executive Director shall have such other duties and possess such other authority as may be delegated to the Executive Director by the President or the Board of Trustees and shall perform all the duties of the President in the absence of the President for any cause.

(C) The Vice President shall have such duties and possess such authority as may be delegated to the Vice President by the President and shall perform all the duties of the Executive Director or the President in the absence of such officers for any cause.

(D) The Secretary shall be ex officio Secretary and Clerk of the Board of Trustees and shall cause notices of all meetings to be served as prescribed in these By-laws. At all meetings of the Board of Trustees, the Secretary shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall have charge of the seal of the Corporation, keep the records of the Corporation and a roster of the names and addresses of all the holders of membership in the Corporation and shall perform such other duties and possess such powers as are usually incident to the office of secretary or as shall be assigned by the President or the Board of Trustees.

(E) The Assistant Secretary, if any, shall have such duties and possess such authority as may be delegated to the Assistant Secretary by the Secretary

and shall perform the duties of the Secretary in the absence of the Secretary for any cause.

(F) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution adopted by a majority of the Members of the Board of Trustees, provided, however, that such resolution shall not be necessary for disbursements made in the usual course of business conducted within the limitations adopted by the Board of Trustees. Such disbursements shall include by way of illustration but not of limitation: salaries and wages, payment of taxes, utility charges, rent installments, insurance premiums, service contract payments, all of which shall be made against contracts, vouchers or invoices upon which the items, materials or services for which compensation is sought are clearly set forth unless the Treasurer shall determine the expenditure is in the routine and usual course of administering the day-to-day affairs of the Corporation.

The Treasurer and one (1) other officer of the Corporation shall sign all checks and notes of the Corporation.

The Treasurer shall keep proper and accurate books of account. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board of Trustees.

(G) The Assistant Treasurer if any, shall have such duties and possess such authority as may be delegated to the assistant Treasurer by the Treasurer or the President, Executive Director or the Board of Trustees and shall perform the duties of the Treasurer in the absence of the Treasurer for any cause.

ARTICLE VIII

Books and Papers

Section 1. Inspection. All books, records, papers and files of the Corporation shall at all times during reasonable business hours, upon request, be open to the inspection of any holder of membership in the Corporation, as well as to any duly licensed attorney or certified public accountant representing any holder of membership in the Corporation

Section 2. Audit. The Board of Trustees shall cause an annual audit of the books of the Corporation to be made by a certified public accountant at the completion of the fiscal year of the Corporation.

ARTICLE IX

Corporate Seal

Section 1. Seal. The Corporation shall have a seal, an impression of which is affixed in the margin hereof.

ARTICLE X

Dissolution or Conversion

Section 1. Distribution. Upon dissolution, after payments of all debts, no part of the remaining assets may be distributed to any holder of membership in the Corporation or Member of the Board of Trustees or Officer of the Corporation but shall be distributed to one or more organizations exempt under the provisions of Section 501 (c)(3) of the United States Internal Revenue Code or to the government of the State of New Jersey, or to a political subdivision or agency thereof, provided the proceeds are used for the purpose of promoting the social welfare of and assisting individuals of low and moderate income by assisting in the construction, rehabilitation or financing of low and/or

moderate income housing or in the purchase and/or rental, at below market value, of affordable housing in, and according to the following order of priority: (A) The Hills Village, (B) the Township of Bedminster, (C) the County of Somerset, (D) the State of New Jersey; and in the event no such organization or government exists, to one or more organizations exempt under the provisions of Section 501(c)3 of the United States Internal Revenue Code or to the government of the State of New Jersey, or a political subdivision or agency thereof.

Section 2. Conversion. In the event that a state-wide organization is established to further the purposes of promoting the social welfare of and assisting individuals of low and moderate income in the purchase or rental at below market value of affordable housing, the Board of Trustees may, by unanimous vote, convert The Bedminster Hills Housing Corporation from an independent entity into a Chapter or Affiliate of the state-wide organization in the manner provided by law.

ARTICLE XI

Force and Effect

Section 1. Priority. These By-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act ("The Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these By-laws is inconsistent with a provision in The Act or the Certificate of Incorporation, the provision of The Act or the Certificate of Incorporation shall govern to the extent of such inconsistency. If any provision in the Certificate of Incorporation is inconsistent with a provision in The Act, the provision in The Act shall govern to the extent of such inconsistency.

ARTICLE XII

Amendments

Section 1. Amendments. These By-laws may only be amended, altered or repealed by the affirmative vote of two-thirds of the holders of membership in the Corporation.

ARTICLE XIII

Notices

Section 1. Notice. Any notice required to be sent to any holder of membership in the Corporation or Member of the Board of Trustees under the provisions of the Certificate of Incorporation or these By-laws shall be given to any such holder of membership in the Corporation or Member of the Board of Trustees, unless waived, either by personal delivery or upon three (3) days after mailing, by Certified Mail, Return Receipt Requested, to such holder of membership in the Corporation or Member of the Board of Trustees at such holder's last known address as shown on the records of the Corporation.

ARTICLE XIV

Miscellaneous

Section 1. Invalidity. The invalidity of any provision of these By-laws, whether by operation of law or otherwise, shall not affect or impair the enforceability or validity of the remaining provisions of these By-laws.