

CERTIFICATE OF INCORPORATION

OF

BARNEGAT BAY YACHT RACING ASSOCIATION

The undersigned persons, for the purpose of forming a nonprofit corporation pursuant to the provisions of the New Jersey Nonprofit Corporation Act, execute the following Certificate of Incorporation:

ARTICLE 1. NAME

The name of the corporation is the

BARNEGAT BAY YACHT RACING ASSOCIATION, a New Jersey nonprofit corporation

ARTICLE 2. PURPOSES

The object and purpose of the association shall be to encourage and promote amateur yacht racing on Barnegat Bay; to promote participation by its individual amateur sailors in national and international amateur yachting competition; to sponsor an annual championship series of races for each class of yacht duly recognized pursuant to the racing rules and by-laws of the association; to establish and enforce rules and regulations for the proper governing of races and regattas; to further the objects set out in the by-laws of the organization; to accept donations of, to hold in trust or otherwise and to administer trophies or other types of properties; to carry on such other activities as may be proper, necessary or expedient in the furtherance of the foregoing objectives and purposes.

ARTICLE 3. MEMBERS

The corporation will have members, and the qualifications for membership will be set forth in the by-laws of the corporation. The members are divided into classes, and the rights and limitations for each class will be set forth in the by-laws.

ARTICLE 4. REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office is 1203 Bay Avenue, P. O. Box 746, Mantoloking, New Jersey 08738 and the name of the registered agent at that address is David P. Loughran.

ARTICLE 5. TRUSTEES

The number of trustees constituting the first board is forty-six.

The names and addresses of the trustees of the first board are:

| NAME | ADDRESS |
|----------------------------|--|
| Clifford A. Warren | 69 Tuttle Road, Watchung, NJ., 07060 |
| Joseph J. Summerill, III | 123 Cranmoor Dr., Toms River, NJ., 08754 |
| Carl L. Bach | 33 W. Bayview Ave., Ocean Gate, NJ., 08740 |
| Roger K. Brown | 111 Southview Court, Brick, NJ., 08723 |
| W. Norman Berson | 52 River Ave., Island Heights, NJ., 08732 |
| Robert B. West | 922 Barnegat Lane, Mantoloking, NJ., 08738 |
| R. Theodore LaPier | 40 Hidden Harbor, Point Pleasant, NJ., 08742 |
| Leonard P. Egee | 86 Avalon Lane, Aberdeen, NJ., 07747 |
| Job L. Gash | 3 Schindler Court, East Brunswick, NJ., 08816 |
| David P. Loughran | 1203 Bay Avenue, Mantoloking, NJ., 08738 |
| William E. Studdiford, III | 143 Bridge Avenue Bay Head, NJ., 08742 |
| Werner F. Wedam | 9 Wenczel Drive, Lawrenceville, NJ., 08648 |
| Chester A. Sedgley | 19 Sturgis Road, Lavallette, NJ., 08735 |
| Charles T. Logan | 1127 Dyre Street, Philadelphia, PA., 19124 |
| James G. Carson | 499 Princeton Avenue, Brick, NJ., 08724 |
| Robert Zimmermann | 441 Joseph Street, Norristown, PA., 19464 |
| Burton Dezendorf | 222 Radnor Avenue, Pine Beach, NJ., 08741 |
| Warren G. Thomas | 205 Longfellow Avenue, Toms River, NJ., 08753 |
| Harold V. Lewry | 147 Vanard Drive, Shore Acres, NJ., 08723 |
| William D. deCamp | 11 Barberry Lane, Short Hills, NJ., 07078 |
| Edmond N. Skinner, Jr. | 114 Atlantic Pt. Pleasant Beach, NJ., 08742 |
| Anne W. Attridge | 1850 Ensign Court, Toms River, NJ., 08753 |
| H. Corbin Day | 49 Adams Avenue Short Hills, NJ., 07078 |
| E. Granger Ottley | 1120 Barnegat Lane, Mantoloking, NJ., 08738 |
| Douglas J. Hull | 425 Washington Street, Pine Beach, NJ., 08741 |
| Allan M. Kammerer | 314 Forepeak Avenue, Beachwood, NJ., 08722 |
| Harold Gerhab | 118 Compass Avenue, Beachwood, NJ., 08722 |
| William T. Hummel | 1 Timber Fare, Spring House, PA., 19477 |
| Harry Brick | 67 Bay Shore Drive, Island Heights, NJ., 08732 |
| James F. Reynolds | 37 Plymouth Road, Summit, NJ., 07901 |
| Duamant R. Kusma | 10 Philadelphia Ave., Lavallette, NJ., 08735 |
| Steven K. Chance | 341 Groton Road, Wayne, PA., 19087 |
| James I. Dunn | 802 Cedar Avenue, Point Pleasant Beach, NJ., 08742 |
| Richard H. Jones | 414 Riverview Lane, Brielle, NJ., 08730 |
| Margaret Mary Dimon | Hornberger at Delaware Ave., Roebling, NJ., 08554 |
| Russell L. Hewit | 59 Fairview Avenue, Chatham, NJ., 07928 |
| James C. Hackett | Box 152, Normandy Beach, NJ., 08739 |
| William Demand | 250 Chelsea Avenue, Bayville, NJ., 08721 |
| Frederick H. Muller | 1015 Radnor Avenue, Pine Beach, NJ., 08741 |
| Richard Brown | 926 Lincoln Avenue, Pine Beach, NJ., 08741 |
| John W. Chadwick | 25 Plainfield Avenue, Lavallette, NJ., 08735 |
| Samuel M. Garrigues | 21 Fifth Avenue, Seaside Park, NJ., 08752 |
| Patrick Jurczak | 9 Jamison Place, Lawrenceville, NJ., 08648 |
| Jim Lorenz | 46 Wilshire Drive, Tinton Falls, NJ., 07724 |
| Joseph E. Hanlon | Ridge Road, RD #6, Vincentown, NJ., 08088 |
| Jeffrey D. Lines | 32 Haines Cove Court, Toms River, NJ., 08753 |

The method of electing the trustees will be set forth in the by-laws.
The number of trustees of all future boards will be _____.

ARTICLE 6. INCORPORATORS

The names and addresses of the incorporators are as follows:

| NAME | ADDRESS |
|------|---------|
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ARTICLE 7. OFFICERS

The Commodore shall be Chief Executive of the Association, and for purposes of the New Jersey Nonprofit Corporation Act shall be the President.

The Vice-Commodore shall act in the absence of the Commodore, and, for purposes of the New Jersey Nonprofit Corporation Act shall be the Vice-President.

The Rear-Commodore shall act in the absence of both the Commodore and Vice-Commodore.

The Secretary, Treasurer and Measurer shall constitute the remaining officers of the corporation.

The officers shall be elected and carry out their duties as prescribed in the by-laws.

ARTICLE 8. COMMITTEES

1. Executive Committee

It shall consist of the elected officers of the association, the past commodores of the association and the Commodore (or his designee) for each member Club. Its functions shall be as set forth

in the by-laws.

2. Regatta Committee

It shall consist of a Chairperson and such members as are set forth in the by-laws. Its functions shall be as set forth in the by-laws.

3. Protest Committee

It shall consist of three persons, who shall be contributing members of the association, appointed by the Vice Commodore.

4. Appeals Committee

It shall be appointed by the Commodore and consist of a chairperson and at least four members as set forth in the by-laws.

5. Contributing Membership Committee

It shall consist of a chairperson and such other members as needed, including the Treasurer and Secretary, and shall be responsible for maintaining the size and quality of the membership at suitable levels for the best promotion of the purposes of the association.

6. Nominating Committee

It shall consist of those persons as set forth in the by-laws, and carry out those assignments therein prescribed.

7. Scoring Committee

It shall consist of an Official Scorer and one or more assistants, appointed by the Commodore, and shall carry out the functions set forth in the by-laws.

8. Public Relations Committee

It shall consist of a chairperson and several members as needed. It shall be responsible for publishing and distributing to the membership the by-laws, current list of Officers, Delegates, Representatives, Committees and members, with their addresses; and it

shall be responsible for general publicity of the association to the sporting press and the public at large.

9. Finance Committee

It shall consist of a chairperson and several members as needed, including the Treasurer. It shall prepare the annual budget and advise the Executive Committee and the Delegates on matters involving the expenditure of major funds.

10. Racing Rules Committee

It shall consist of a chairperson and several members as needed, including the Measurer, and shall recommend changes, if any, in the Racing Rules of the association to the Executive Committee.

ARTICLE 9. LIMITATION ON COMPENSATION FOR TRUSTEES, MEMBERS, AND OFFICERS

No trustee, member, or officer of the corporation will, 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 will any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursement for expenses incurred in conducting its affairs and carrying out its purposes, nor will the corporation carry on propaganda or otherwise attempt to influence legislation, nor will the corporation participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 10. METHOD OF DISTRIBUTION OF ASSETS ON DISSOLUTION

The method of distribution of assets on dissolution will be set forth in the by-laws.

On 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 the remaining assets will be distributed as the by-laws may direct in accordance with law. However, in any event, the remaining assets must be distributed to another organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, or to the United States, or to a state or local government.

ARTICLE 11. EFFECTIVE DATE

The effective date of this certificate of incorporation is

IN WITNESS WHEREOF, the undersigned, as the incorporators of the corporation named above, have signed this Certificate of Incorporation on _____, 19 ____.

Attested by:

Charles T. Logan, Secretary