

FILED

OCT 25 1984

JANE BURGIO
Secretary of State
#6003116

CERTIFICATE OF INCORPORATION

OF

ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS OF NEW JERSEY, INC.

To: The Secretary of State
State of New Jersey

THIS IS TO CERTIFY that the undersigned, of the age of 18 years or over, do hereby associate themselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled Title 15A, Corporations, Nonprofit of the New Jersey Statutes.

FIRST: The name of the corporation is

ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS OF NEW JERSEY, INC.

SECOND: The purposes for which this corporation is formed are to affirm the professional status of the student financial aid administrator; to provide the New Jersey professional student financial aid administrator with a responsible, authoritative voice on financial aid matters; to facilitate communication and cooperation between student financial aid administrators and with governmental agencies and elected representatives; to promote excellence by prescribing standards of professional ethics and by providing opportunities for initial training and continuing professional development; to provide opportunities for cooperation and association of student financial aid administrators in post-secondary institutions and others, in governmental agencies, secondary educational institutions, foundations, and private and community organizations concerned with support and administration of student financial aid.

THIRD: The members of the corporation shall be divided into classes, whose rights and limitations shall be as set forth in the bylaws of the corporation.

FOURTH: The location of the initial registered office of this corporation is at 508 Broad Street, P.O. Box 7300, Shrewsbury, New Jersey 07701, and the name of the initial registered agent therein and in charge thereof, upon whom process against the corporation may be served, is Elliot L. Marvel.

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

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SIXTH: Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Service (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers 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 SECOND hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court, Chancery Division, of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation shall distribute its income so as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not engage in any act of self-dealing per Section 4941(d); retain any excess business holdings per Section 4943(c) of the code; make any investment to subject the corporation to tax as in Section 4944 of the code; or make any taxable expenditure per Section 4945(d) of the code.

SEVENTH: The number of trustees constituting the initial board of this corporation is three.

EIGHTH: The names and addresses of the persons selected to serve as initial trustees of this corporation are:

Elliot L. Marvel, Esq.
508 Broad Street
P.O. Box 7300
Shrewsbury, New Jersey 07701

Russell P. Goldman, Esq.
508 Broad Street
P.O. Box 7300
Shrewsbury, New Jersey 07701

Cheryl A. Santanelli
508 Broad Street
P.O. Box 7300
Shrewsbury, New Jersey 07701

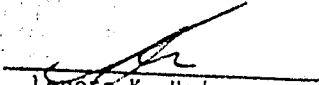
NINTH: The duration of the corporation is perpetual.

TENTH: The name and address of the incorporator is as follows:

Lenore K. Hodes
1603 Park Avenue
So. Plainfield, New Jersey 07080

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed this Certificate of Incorporation.

DATED: October 25, 1984


Lenore K. Hodes

Prepared and Filed by:
LEX II Services, Inc.
1603 Park Avenue
So. Plainfield, N.J. 07080

ADW
only issue

FILED

AUG 12 1985

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

"JANE BURGIO
Secretary of State

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The undersigned, being a majority of the Board of the NEW JERSEY ASSOCIATION OF STUDENT FINANCIAL AID AMINISTRATORS, INC., hereby certify that the following resolution was approved at a meeting of said Board held on July 15, 1985, authorizing an amendment to the Certificate of Incorporation:

"WHEREAS, the Corporation desires to amend its Certificate of Incorporation to set forth more clearly the purpose of the organization,

"NOW, THEREFORE, BE IT RESOLVED that paragraph SECOND of the Certificate of Incorporation is hereby amended to provide as follows:

The purposes for which this Corporation are formed are to promote, establish, maintain and operate educational programs, to educate and train administrators and counselors of student financial aid programs on issues dealing with obtaining of financial aid by a student and/or by a student's family; to educate the community and public at large and to ~~work with and cooperate~~ with other organizations having similar objectives and provisions as stated above, and to carry on any and ~~all~~ programs allowable by law for a corporation formulated and existing in accordance with applicable law. The corporation shall not conduct activities of any kind or nature that are not permitted under Section 501 (c)(3) of the Internal Revenue Code.

"BE IT FURTHER RESOLVED that the Board, or a majority thereof, execute such documents as may be necessary to effectuate the change; and

"BE IT FURTHER RESOLVED that said change take effect immediately upon the filing of the Certificate of Amendment by the Secretary of State of New Jersey."

The Corporation does not have any members, and there are no members entitled to

vote on the amendment.

Said resolution was adopted by the unanimous vote of Elliot L. Marvel, Russell P. Goldman and Cheryl Santanelli, being the entire Board of Trustees of said Corporation.

NEW JERSEY ASSOCIATION OF STUDENT
FINANCIAL AID ADMINISTRATORS, INC.

By *Russell P. Goldman*
RUSSELL P. GOLDMAN, Trustee

DATED: July 16, 1985.

Cheryl Santanelli
CHERYL SANTANELLI, Trustee

STATE OF NEW JERSEY:
SS.
COUNTY OF MONMOUTH :

BE IT REMEMBERED, that on this 16th day of July, 1985, before me, the subscriber, a notary public of the State of New Jersey, personally appeared, RUSSELL P. GOLDMAN and CHERYL SANTANELLI, who, being by me duly sworn, did depose and say that they are two of the three Trustees of NEW JERSEY ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS, INC., the Corporation named in the foregoing instrument, that the resolution described therein was duly adopted by the unanimous vote of the Board of Trustees, and that the Certificate of Amendment was executed by them as and for their voluntary act and deed, and that of the Corporation.

Monique Strauss
Notary
MONIQUE STRAUSS
A Notary Public of New Jersey
My Commission Expires Oct. 15, 1989

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
CERTIFICATE RELATIVE TO CORPORATE FILING

NEW JERSEY ASSOCIATION OF STUDENT FINANCIAL AID
ADMINISTRATORS, INC.

*I, the Treasurer of the State of New
Jersey, do hereby certify that the above named
business did on December 24, 1984, file and
record in this department a certificate of
Name Change
as by the statutes of this state required.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
8th day of April, 2004



A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E. McCormac, CPA
Treasurer