

ARTICLES OF INCORPORATION

OF

Social Services Purchasing Alliance, Inc.

A New Jersey Nonprofit Corporation

The undersigned, for the purpose of forming a nonprofit corporation pursuant to the provisions of Title 15A of the laws of the State of New Jersey, New Jersey Revised Statutes, known as the New Jersey Nonprofit Corporation Act, does hereby execute the following Articles of Incorporation:

ONE: The name of this Corporation is: Social Services Purchasing Alliance, Inc.

TWO: This Corporation is organized for one or more of the purposes specified in N.J.S.A. Title 15A, specifically for charitable and educational purposes, and organized exclusively for one or more of the exempt purposes specified in the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, specifically Sections 501(c)(3) and 509(a)(3).

The Corporation's specific purposes shall be to support and provide administrative services, such as group purchasing, on behalf of nonprofit, tax-exempt social services organizations that provide contracted social services to the State of New Jersey.

No part of the net earnings of the corporation shall inure to the benefit of any director, officer, or other private person, except as reimbursement for reasonable and necessary expenses incurred in conducting the corporation's affairs and in carrying out its exempt purposes, or as reasonable compensation for services rendered;

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), nor shall the corporation participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

THREE: The name and address of the registered agent of the Corporation shall be:

Jeffrey Fetzko
49 Brahma Avenue
Bridgewater, NJ 08807

FOUR: The registered office of the corporation shall be:

49 Brahma Avenue
Bridgewater, NJ 08807

FIVE: The corporation shall have members. Rights, obligations, and qualifications of Members shall be as set forth in the bylaws.

SIX: The method of electing directors shall be as set forth in the bylaws.

SEVENTH: The first board of trustees shall consist of the following:

John L. Everhart, Jr.
141 South Main Street
Manville, NJ 08835

Richard O'Grady
Lexington Square 2125 Route 33
Hamilton Square, NJ 08690

Jeffrey Fetzko
49 Brahma Avenue
Bridgewater, NJ 08807

EIGHTH: The duration of the corporation shall be indefinite.

NINTH: The name and address of the incorporator is:

Jeffrey Fetzko, 49 Brahma Avenue, Bridgewater, NJ 08807

TENTH: The method of distribution of assets shall be:

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ELEVENTH: The Corporation shall have the authority to indemnify every corporate agent to the full extent permitted by New Jersey law, N.J.S.A. 15A:3-4, or the corresponding section of any subsequent state law. 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.

TWELFTH: These Articles of Incorporation shall be effective as the Certificate of Incorporation of the Corporation upon filing.

IN WITNESS WHEREOF, the undersigned incorporator of the above-named Corporation, has hereunto signed this Certificate of Incorporation on this 18th day of May, 2008.

Jeffrey Fetzko, President