

**SOUTH ORANGE VILLAGE**  
Municipal Offices  
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Essex County  
New Jersey 07079

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## **RESOLUTION #2022-282**

**October 31, 2022**

### **APPOINTMENT RESOLUTION DESIGNATING INITIAL BOARD OF DIRECTORS OF THE SOV COMMUNITY CO-RETAIL SPACE, LLC., A NOT-FOR-PROFIT 501(C)(3) CREATED TO OCCUPY AND MANAGE THE COMMUNITY SPACE AT 59 SOUTH ORANGE AVENUE, SOUTH ORANGE, NEW JERSEY**

**WHEREAS**, Vose Avenue Apts, Urban Renewal, LLC., the owner and developer of 59 South Orange Avenue, generously agreed to provide a long-term twenty-five (25) year lease of two thousand (2,000) square feet of ground floor retail space on the property to the Township of South Orange Village (the "Village") for a base rent of \$1 per year; and

**WHEREAS**, the Village is obligated to utilize the space for the use and support of local and neighboring community makers, artists, and small businesses by providing an experiential co-retail, incubation and community-building space; and

**WHEREAS**, the Village has formed the SOV Community Co-Retail Space, LLC., not-for-profit entity that will sublet the space and coordinate the operation of the co-retail space as well as any future Village co-retail, cooperative or incubation spaces; and

**WHEREAS**, the input of citizens, professionals and stakeholders would be beneficial as the SOV Community Co-Retail Space, LLC. considers business and policy decisions regarding the operation and management of the co-retail space and

**WHEREAS**, the following individuals shall be designated as the initial Board of Directors with selection of subsequent Board Directors to be selected as per the bylaws of the corporation.

**NOW THEREFORE BE IT RESOLVED** that the Board of Trustees of the Township of South Orange Village, together with the Village President, does hereby designate the following individuals as the initial Board of Directors of the SOV Community Co-Retail Space LLC.:

- Village President of the Township of South Orange Village or her designee;
- Hannah Zollman;
- Laura Fernandez
- Joseph Gabriel
- Nicole Rene Josey




- Sean Mosier
- Amber Zamora

Trustee Member	Motion	Second	Ayes	Nays	Abstain	Absent
Brown			X			
Coallier						X
Haskins			X			
Hartshorn Hilton	X		X			
Jones		X	X			
Schnall			X			

#### CERTIFICATION

I, Ojetti E. Davis, Village Clerk of the Township of South Orange Village, County of Essex, State of New Jersey, do hereby certify that this is a true and correct copy of the Resolution adopted by the Board of Trustees at their special meeting held on Monday, October 31, 2022.

  
\_\_\_\_\_  
Ojetti E. Davis  
Village Clerk

**CERTIFICATE OF INCORPORATION**  
**OF**  
**SOV COMMUNITY CO-RETAIL SPACE, LLC**

The undersigned, being of full age, for the purpose of forming a nonprofit corporation under the provisions of the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et seq., does hereby certify:

**FIRST: Name.** The name of the Corporation is **SOV COMMUNITY CO-RETAIL SPACE LLC**. (“Corporation”).

**SECOND: Purpose.** The Corporation shall be organized and operated exclusively for the following purposes, provided that they are charitable, educational or other purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provisions of any future United States Internal Revenue Law):

(a) To operate and maintain a community co-retail space of two thousand (2,000) square feet of ground floor retail space at 59 South Orange Avenue, South Orange, New Jersey (the “Property”) generously provided to the Township of South Orange Village by Vose Avenue Apts, Urban Renewal, LLC. (the owner and developer of 59 South Orange Avenue) on a long-term twenty-five (25) year lease for a base rent of \$1 per year; which space must be dedicated to the support and benefit of local and neighboring community makers, artists, and small businesses by providing an affordable, experiential, supportive, co-retail, incubation and community-building space at the Property.

(b) To maintain offices and bank accounts, to issue checks, drafts and other negotiable instruments, to borrow money and obtain financing, and to employ all necessary professional and administrative personnel to carry out and effectuate the purposes of the Corporation.

(c) To acquire, own or lease office equipment and all other personal property necessary to carry out the purposes of the Corporation.

(d) To accept by way of grant, gift, devise or otherwise, any money or other real or personal property from any person, firm, foundation, corporation or governmental agency to effectuate the purposes of this Corporation.

(e) Fundraising, including all aspects of coordinating fundraising events, fundraising committees, and revenue planning.

(f) To participate in the formation and ownership of subsidiary or affiliated organizations, upon the approval of the Board of Directors, in order to effectuate the purposes of the Corporation.

(g) To make distributions to organizations that qualify for exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provisions of any future United States Internal Revenue Law).

(h) In furtherance of such purposes, to carry out such other acts, undertake such other activities and exercise all powers as may be necessary, appropriate or desirable, and are permitted under the New Jersey Nonprofit Corporation Act, subject to the limitations imposed under Section 501(c)(3) of the Code.

The purposes specified herein shall be construed both as purposes and powers, and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

**THIRD: Exempt Status.** The Corporation is not organized for pecuniary profit, and it shall have no power to issue certificates of stock or to declare dividends.

**FOURTH: Membership.** The Corporation shall not have members

**FIFTH: Trustees.** The number and method of electing Directors and the method for filling vacancies on the Board of Directors shall be as set forth in the Bylaws of the Corporation.

**SIXTH: Officers.** The Board of Directors shall elect from among them officers in accordance with the Bylaws of the Corporation, whose terms of office, duties, and other responsibilities shall be as specified in the Bylaws.

**SEVENTH: No Benefit.** 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 Fourth hereof.

**EIGHTH: Prohibited Activities.** No substantial part of the activities of the Corporation shall be the carrying-on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1986

or the corresponding provision of any future United States Internal Revenue law. The Corporation shall not engage in any 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 1986, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**NINTH: Registered Office and Registered Agent.** The name and address of the Corporation's registered agent is: Ojetti E. Davis, Village Clerk, 76 South Orange Avenue, 3<sup>rd</sup> Floor, South Orange, New Jersey 07079.

**TENTH: Indemnification and Limitation of Liability.**

(a) The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, §15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law. The Corporation may, in its sole discretion, purchase insurance for indemnification.

(b) A Director, Officer, or member of the Corporation, whether serving with or without compensation, shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation; provided, however, that this shall not relieve a Director, Officer, or member from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the Corporation, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit.

**ELEVENTH: Dissolution.** Upon the dissolution, liquidation, termination or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the property and assets of the Corporation shall be applied first to the payment of all of its just liabilities and debts. Thereafter, the remaining property and assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a State or local government, for such purpose. Any such property and assets not so disposed of shall be disposed of by a court of New Jersey, having jurisdiction over a charitable organization, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**TWELFTH: Incorporator.** The name and address of the incorporator is: Sheena C. Collum, Village President, 76 South Orange Avenue, 3<sup>rd</sup> Floor, South Orange, New Jersey 07079.

**THIRTEENTH: Laws.** Any references herein to specific provisions of the laws of the State of New Jersey or the Internal Revenue Code of 1986, as amended, shall be construed to include subsequent amendments to such specific provisions and to include

corresponding provisions of subsequent legislation that may restate, supersede or otherwise alter such provisions.

**IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation on this \_\_\_\_ day of October, 2022.**

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Sheena C. Collum