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State Treasury

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**CERTIFICATE OF INCORPORATION
OF
MATAN B'SETER FOUNDATION, INC.**

The undersigned, who is at least 18 years of age, in order to form a corporation pursuant to the provisions of the New Jersey Nonprofit Corporation Act (the "Act"), does hereby certify:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is Matan B'Seter Foundation, Inc.

**ARTICLE II
CORPORATE PURPOSES**

The purposes for which the corporation is organized are to promote, encourage and carry on any religious, charitable, scientific, literary or educational endeavor within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

The corporation shall be operated and organized as a charitable organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

The references in this Article and subsequent Articles to particular sections of the Internal Revenue Code of 1986 in effect as of the date of filing this Certificate of Incorporation shall be deemed to include corresponding provisions of any subsequent federal tax laws.

**ARTICLE III
MEMBERS**

The corporation shall have one or more members. The qualifications of members shall be as set forth in the by-laws of the corporation. The members of the corporation shall have the power and authority to direct gifts, grants, loans, donations and other contributions to be made by the corporation and investments to be made, retained and disposed of by the corporation as and to the extent provided in the by-laws of the corporation, and shall have such other powers and authority as and to the extent provided in the by-laws of the corporation, subject in each event to the other provisions of this

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Certificate of Incorporation. The board of trustees of the corporation shall implement the directions of the members in the exercise of their powers and authority under this Certificate of Incorporation and the by-laws of the corporation.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office is at 65 Livingston Avenue, Roseland, New Jersey 07068, and the name of the corporation's registered agent at that address is Allen B. Levithan.

ARTICLE V
INDEMNIFICATION

Every person who is or was a trustee or officer of the corporation shall be indemnified by the corporation to the fullest extent allowed by law, including the indemnification permitted by N.J.S. 15A:3-4(h). During the pendency of any proceeding involving a trustee or officer, the corporation shall, to the fullest extent permitted by law, promptly advance expenses that are incurred, from time to time, by a trustee or officer in connection with the proceeding, subject to the receipt by the corporation of an undertaking as required by law.

ARTICLE VI
TRUSTEES

- A. Trustees shall be elected by the members as provided in the by-laws of the corporation.
- B. The number of trustees constituting the first board is three and the names and addresses of the persons who are to serve as such trustees are:

Allen B. Levithan	65 Livingston Avenue Roseland, New Jersey 07068
George J. Mazin	65 Livingston Avenue Roseland, New Jersey 07068
Kenneth J. Slutsky	65 Livingston Avenue Roseland, New Jersey 07068

C. The management and conduct of the affairs of the corporation shall be by the board of trustees, except as provided in Article III hereof and in the by-laws of the corporation.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Allen B. Levithan, 65 Livingston Avenue, Roseland, New Jersey 07068.

ARTICLE VIII
LIMITATION ON BENEFITS AND POLITICAL ACTIVITIES

No member, trustee 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. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX
DISTRIBUTION OF INCOME AND PROHIBITION OF CERTAIN ACTIVITIES

A. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986.

B. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986.

C. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986.

D. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986.

E. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986.

F. The corporation shall not carry on any other activities (i) not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) which would cause contributions to it to be nondeductible under sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2) or 2522(b)(2) of the Internal Revenue Code of 1986.

ARTICLE X **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any member, trustee, 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, to the United States, or to a state or local government for a public purpose.

ARTICLE XI **PERSONAL LIABILITY OF MEMBERS, DIRECTORS AND OFFICERS**

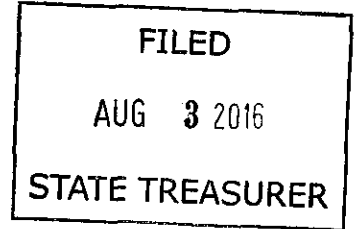
A member, trustee or officer of the corporation shall not be personally liable to the corporation or its members for the breach of any duty owed to the corporation or its members except to the extent that an exemption from personal liability is not permitted by the New Jersey Nonprofit Corporation Act.

IN WITNESS WHEREOF, the undersigned, as the incorporator of the corporation named above, has signed this Certificate of Incorporation on this 24th day of November, 1999.

MATAN B'SETER FOUNDATION, INC.

By: Allen B. Levithan
Allen B. Levithan, Incorporator

CGN



New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Non-profit Corporations)

Pursuant to the provisions of Title 15A:9-4 New Jersey Non-profit Corporation Act, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

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- 1. Name of the Corporation: Matan B'Seter Foundation, Inc.
2. Corporation Number: 0100799652
3. Article I of the Certificate of Incorporation is hereby amended to read as follows:
The name of the corporation is Wellspring Philanthropic Fund, Inc.

4. The corporation [X] has [] does not have members.

A. For Corporations WITH members:

Number entitled to vote 1 Voting FOR 1 Voting AGAINST 0

If any class or classes of members are entitled to vote as a class, set forth the number of members of each class, the series of votes of each class voting for and against, and the number of members present at the meeting, OR

[X] Adoption was by unanimous written consent without meeting.

Date of Adoption: August 1, 2016

B. For Corporations WITHOUT members:

Number of Trustees Voting FOR Voting AGAINST

Trustees present at meeting OR

[] Adoption was by unanimous written consent without meeting

Date of Adoption:

5. Other Provisions: N/A

Signature: [Handwritten Signature]
(Must be Ch. Of Bd. Pres. Or Vice Pres)

Date: 8/3/16

Name: Kenneth J. Slutsky, President
(Type Name and Title)

This document MUST be filed in triplicate.

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
CHANGE OF REGISTERED AGENT CERTIFICATE**

WELLSPRING PHILANTHROPIC FUND, INC.
0100799652

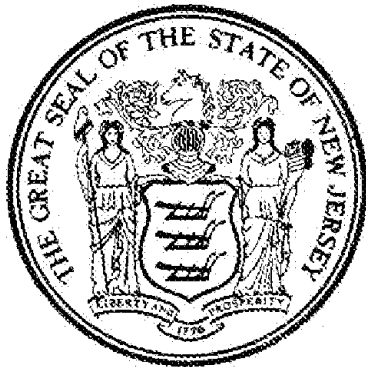
The Division of Revenue and Enterprise Services hereby affirms that the following change was submitted on 06/28/2017 for WELLSPRING PHILANTHROPIC FUND, INC..

Previous Registered Agent and Office

ALLEN B. LEVITHAN, ESQ.
LOWENSTEIN SANDLER PC
65 LIVINGSTON AVENUE
ROSELAND, NJ 07068-1791

New Registered Agent and Office

Kenneth J Slutsky
c/o Lowenstein Sandler LLP
One Lowenstein Drive
Roseland, NJ 07068



Certificate Number : 2273805427
Verify this certificate online at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal, this
28th day of June, 2017*

A handwritten signature in black ink, appearing to read 'Ford M. Scudder'.

*Ford M. Scudder
State Treasurer*