

**Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 8 of the instructions.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) Family Reach Foundation		2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions.) 91 : 2192211
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed (212) 854-4291, Barbara Schatz
1c Address (number and street) 25 Homer Street	Room/Suite	
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3. Parsippany, New Jersey 07054		4 Month the annual accounting period ends December
1e Web site address		5 Date incorporated or formed April 7, 2003
7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation.		6 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k) d <input type="checkbox"/> 501(n)
8 Is the organization required to file Form 990 (or Form 990-EZ)? If "No," attach an explanation (see page 3 of the Specific Instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9 Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		<input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

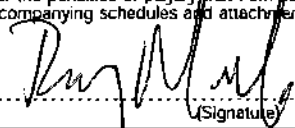
10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See **Specific Instructions** for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- a ☒ Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here


(Signature)

Richard Morello, President

(Type or print name and title or authority of signer)

5/19/03
(Date)

Part II Activities and Operational Information

- 1** Provide a detailed narrative description of all the activities of the organization—past, present, and planned. **Do not merely refer to or repeat the language in the organizational document.** List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: **(a)** a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; **(b)** when the activity was or will be initiated; and **(c)** where and by whom the activity will be conducted.

The organization is formed for the purposes of providing relief to the poor, distressed and underprivileged by assisting families who are financially burdened as a result of a family member's suffering from a pediatric cancer or other life-threatening disease.

As an unincorporated association, the organization worked with hospitals, through social workers at the hospitals, to identify patients or families 1) with at least one child, 2) with a member suffering from pediatric-type cancer, and 3) who were under financial distress as a result of the costs associated with treating/living with the disease. In order to provide relief to the poor, distressed and underprivileged, the organization provided financial grants/support to these families, upon referral and recommendation from the hospital social workers. The organization conducted fundraising activities, including charity dinner dances and golf events, in order to finance the above activities.

As a corporation, the organization will continue the above activities. In addition the organization will further provide relief to the poor, distressed and underprivileged by allocating some of its grants to families who meet requirements 1 and 3 above, but who have a family member that is suffering from a life-threatening disease or illness that is not a pediatric-type cancer.

Selection of aid recipients from amongst families who meet the criteria above is based on financial burden caused by the pediatric cancer (or other disease), and distress caused by lack of other financial or other resources to adequately maintain the family's standard of living. Social workers at the hospitals assess families based on these criteria.

The organization will also directly solicit donations from foundations, other public charities, business, and individuals in order to finance its charitable activities.

Description of Specific Activities:

1. Giving financial assistance to families: Ongoing; Conducted by directors or committee members, none of whom are compensated; 30% of time; Conducted in the states of New York and New Jersey.
2. Fundraising/ Soliciting Donations : Ongoing; Conducted by directors or committee members, none of whom are compensated; 70% of time; Conducted in the states of New York and New Jersey.

-
- 2** What are or will be the organization's sources of financial support? List in order of size.
The organization anticipates receiving funds from foundations, public charities, businesses, and individuals.

-
- 3** Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.
The organization's fundraising program currently consists of donations given at charity dinner dances and golf events. The organization anticipates continuing these activities in the future, and also directly soliciting donations from foundations, public charities, business, and individuals.
-

Part II Activities and Operational Information (Continued)**4** Give the following information about the organization's governing body:**a** Names, addresses, and titles of officers, directors, trustees, etc.

Rick Morello (President, director), c/o 25 Homer Street, Parsippany, NJ 07054
Chris Wiatrak (Vice President, director), c/o 25 Homer Street, Parsippany, NJ 07054

Angela Colangelo (Secretary, director), c/o 25 Homer Street, Parsippany, NJ 07054
Lucille Ditta (director), c/o 25 Homer Street, Parsippany, NJ 07054

Penelope Buschman Gemma (director), c/o 25 Homer Street, Parsippany, NJ 07054
John Priori (director), c/o 25 Homer Street, Parsippany, NJ 07054

b Annual compensation

None, None

None, None

None, None

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials?☐ Yes ☒ No

If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See **Specific Instructions** for Part II, Line 4d, on page 3.)☒ Yes ☐ No

If "Yes," explain.

Rick Morello, Angela Colangelo, and Chris Wiatrak are directors who also serve as officers of the corporation.**5** Does the organization control or is it controlled by any other organization?☐ Yes ☒ No

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors?

☒ Yes ☐ No

If either of these questions is answered "Yes," explain.

The organization is an outgrowth of the unincorporated association by the same name.**6** Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): **(a)** grants; **(b)** purchases or sales of assets; **(c)** rental of facilities or equipment; **(d)** loans or loan guarantees; **(e)** reimbursement arrangements; **(f)** performance of services, membership, or fundraising solicitations; or **(g)** sharing of facilities, equipment, mailing lists or other assets, or paid employees?☐ Yes ☒ No

If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization?☐ Yes ☒ No

If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part II Activities and Operational Information (Continued)

- 8** What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

The organization has funds in its bank account totaling \$5,826 all of which is to be given to poor, distressed, or underprivileged individuals or used in the performance of that activity.

- 9** Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? ☐ Yes ☒ No

- 10a** Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? ☐ Yes ☒ No

- b** Is the organization a party to any leases? ☐ Yes ☒ No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

- 11** Is the organization a membership organization? ☐ Yes ☒ No

If "Yes," complete the following:

- a** Describe the organization's membership requirements and attach a schedule of membership fees and dues.

- b** Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

- c** What benefits do (or will) the members receive in exchange for their payment of dues?

- 12a** If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? ☐ N/A ☐ Yes ☒ No

If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

- b** Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? ☐ N/A ☒ Yes ☐ No

If "Yes," explain how the recipients or beneficiaries are or will be selected.

The recipients are screened through hospital social workers who recommend qualified recipients to the organization.

- 13** Does or will the organization attempt to influence legislation? ☐ Yes ☒ No

If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

- 14** Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? ☐ Yes ☒ No

If "Yes," explain fully.

Part III **Technical Requirements**

- 1** Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? ☒ **Yes** ☐ **No**
 If you answer "Yes," do not answer questions on lines 2 through 6 below.

- 2** If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- ☐ **a** Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See **Specific Instructions**, Line 2a, on page 4;
- ☐ **b** Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- ☐ **c** Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

- 3** If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? ☐ **Yes** ☐ **No**

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

- 4** If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? ☐ **Yes** ☐ **No**

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See **Specific Instructions**, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

- 5** If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? . . . ☐ **Yes** ☐ **No**

- 6** If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here ☐ and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)**7** Is the organization a private foundation?☐ **Yes** (Answer question 8.)☒ **No** (Answer question 9 and proceed as instructed.)**8** If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?☐ **Yes** (Complete Schedule E.)☐ **No**After answering question 8 on this line, go to line **14** on page **7**.**9** If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:**THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:**

- | | | |
|--|---|--|
| a <input type="checkbox"/> | As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1) and 170(b)(1)(A)(i) |
| b <input type="checkbox"/> | As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| c <input type="checkbox"/> | As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| d <input type="checkbox"/> | As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| e <input type="checkbox"/> | As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d , g , h , or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f <input type="checkbox"/> | As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g <input type="checkbox"/> | As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1) and 170(b)(1)(A)(iv) |
| h <input checked="" type="checkbox"/> | As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| i <input type="checkbox"/> | As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j <input type="checkbox"/> | The organization is a publicly supported organization but is not sure whether it meets the public support test of h or i . The organization would like the IRS to decide the proper classification. | Sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) |

If you checked one of the boxes **a** through **f** in question 9, go to question **14**. If you checked box **g** in question 9, go to questions **11** and **12**. If you checked box **h**, **i**, or **j**, in question 9, go to question **10**.

Part III Technical Requirements (Continued)

- 10** If you checked box **h**, **i**, or **j** in question 9, has the organization completed a tax year of at least 8 months?
- ☐ **Yes**—Indicate whether you are requesting:
- ☐ A definitive ruling. (Answer questions 11 through 14.)
- ☐ An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
- ☒ **No**—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.
- 11** If the organization received any unusual grants during any of the tax years shown in Part IV-A, **Statement of Revenue and Expenses**, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

- 12** If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here ☐ and:

- a** Enter 2% of line 8, column (e), Total, of Part IV-A
- b** Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line **12a** above.

- 13** If you are requesting a definitive ruling under section 509(a)(2), check here ☐ and:

- a** For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see **Specific Instructions**, Part II, Line 4d, on page 3.)
- b** For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		✓	A
Is the organization, or any part of it, a school?		✓	B
Is the organization, or any part of it, a hospital or medical research organization?		✓	C
Is the organization a section 509(a)(3) supporting organization?		✓	D
Is the organization a private operating foundation?		✓	E
Is the organization, or any part of it, a home for the aged or handicapped?		✓	F
Is the organization, or any part of it, a child care organization?		✓	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		✓	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution? . . .		✓	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

		Current tax year	3 prior tax years or proposed budget for 2 years			
		(a) From 4/03 to Dec '03	(b) 2004	(c) 2005	(d)	(e) TOTAL
Revenue	1 Gifts, grants, and contributions received (not including unusual grants—see page 6 of the instructions).	37250	101500	158250		297000
	2 Membership fees received					
	3 Gross investment income (see instructions for definition)	380	935	1440		2755
	4 Net income from organization's unrelated business activities not included on line 3					
	5 Tax revenues levied for and either paid to or spent on behalf of the organization					
	6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
	7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
	8 Total (add lines 1 through 7)	37630	102435	159690		299755
	9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22	38750	85500	129750		254000
	10 Total (add lines 8 and 9)	76380	187935	289440		485013
11 Gain or loss from sale of capital assets (attach schedule)						
12 Unusual grants						
13 Total revenue (add lines 10 through 12)	76380	187935	289440		485013	
Expenses	14 Fundraising expenses	43750	98000	154750		
	15 Contributions, gifts, grants, and similar amounts paid (attach schedule)	23304	66988	101352		
	16 Disbursements to or for benefit of members (attach schedule)					
	17 Compensation of officers, directors, and trustees (attach schedule)					
	18 Other salaries and wages					
	19 Interest					
	20 Occupancy (rent, utilities, etc.)	500	1200	2000		
	21 Depreciation and depletion					
	22 Other (attach schedule)	3000	5000	6000		
	23 Total expenses (add lines 14 through 22)	70554	171188	264102		
24 Excess of revenue over expenses (line 13 minus line 23)	5826	16747	25338			

Part IV Financial Data (Continued)

B. Balance Sheet (at the end of the period shown)		Current tax year Date April 7, 2003
Assets		
1 Cash	1	5826
2 Accounts receivable, net	2	
3 Inventories	3	
4 Bonds and notes receivable (attach schedule)	4	
5 Corporate stocks (attach schedule)	5	
6 Mortgage loans (attach schedule)	6	
7 Other investments (attach schedule)	7	
8 Depreciable and depletable assets (attach schedule)	8	
9 Land	9	
10 Other assets (attach schedule)	10	
11 Total assets (add lines 1 through 10)	11	5826
Liabilities		
12 Accounts payable	12	
13 Contributions, gifts, grants, etc., payable	13	
14 Mortgages and notes payable (attach schedule)	14	
15 Other liabilities (attach schedule)	15	
16 Total liabilities (add lines 12 through 15)	16	0
Fund Balances or Net Assets		
17 Total fund balances or net assets	17	5826
18 Total liabilities and fund balances or net assets (add line 16 and line 17)	18	5826

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation ☐

Form **872-C**

(Rev. September 1998)

Department of the Treasury
Internal Revenue Service**Consent Fixing Period of Limitation Upon
Assessment of Tax Under Section 4940 of the
Internal Revenue Code**

(See instructions on reverse side.)

OMB No. 1545-0056

To be used with
Form 1023. Submit
in duplicate.

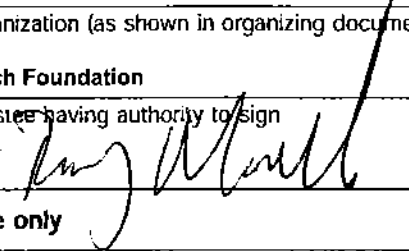
Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

Family Reach Foundation*(Exact legal name of organization as shown in organizing document)***25 Homer Street, Parsippany, NJ 07054***(Number, street, city or town, state, and ZIP code)*} and the
District Director of
Internal Revenue, or
Assistant
Commissioner
(Employee Plans and
Exempt Organizations)

consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year **December 31, 2003**
(Month, day, and year)

Name of organization (as shown in organizing document)	Date
Family Reach Foundation	5/19/03
Officer or trustee having authority to sign	Type or print name and title
Signature ► 	Rick Morello, President
For IRS use only	
District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)	Date

By ►

For Paperwork Reduction Act Notice, see page 7 of the Form 1023 Instructions.

Cat. No. 16905Q

Form **872-C**

(Rev. September 1998)

Department of the Treasury
Internal Revenue Service**Consent Fixing Period of Limitation Upon
Assessment of Tax Under Section 4940 of the
Internal Revenue Code**

(See instructions on reverse side.)

OMB No. 1545-0056

To be used with
Form 1023. Submit
in duplicate.

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Family Reach Foundation

(Exact legal name of organization as shown in organizing document)

25 Homer Street, Parsippany, NJ 07054

(Number, street, city or town, state, and ZIP code)

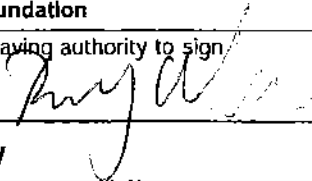
and the

District Director of
Internal Revenue, or
Assistant
Commissioner
(Employee Plans and
Exempt Organizations)

consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

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Officer or trustee having authority to sign	Type or print name and title
Signature ► 	Rick Morello, President
For IRS use only	
District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)	Date

By ►

For Paperwork Reduction Act Notice, see page 7 of the Form 1023 Instructions.

Cat. No. 16905Q

COVER



SHEET

INCORPORATING SECTION
P.O. Box 898
FRANCHISE TAX SECTION
P.O. Box 7040
UNIFORM COMMERCIAL CODE
P.O. Box 793
DOVER, DELAWARE 19903

STATE OF DELAWARE
DEPARTMENT OF STATE
Harriet Smith Windsor, Secretary
DIVISION OF CORPORATIONS
JOHN G. TOWNSEND BUILDING
DUKE OF YORK STREET
DOVER, DELAWARE 19901

INCORPORATING SECTION
GENERAL INFORMATION
302/739-3073
NAME RESERVATION
302/739-6900
900/420-8042
FRANCHISE TAX SECTION
302/739-4225
UNIFORM COMMERCIAL CODE
302/739-4279

SRV#: 030228510 Agent: 9030670 File#: 3644939 Package#: 000143427
Priority: 5 Mail Code F Date: 04/08/03

User: SDOCACW

Comments:

Attn:

Agent: AGENTS AND CORPORATIONS, INC.
1201 ORANGE STREET, SUITE 600
ONE COMMERCE CENTER
WILMINGTON DE 19801

Items Included:	Item Type	Copies
	=====	=====
	Image	001

Apr-07-2003 03:27pm From-DAVID WILLIAMS LAW FIRM PA

302-675-0025

T-355 P.002/003 F-539

**STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
FAMILY REACH FOUNDATION
A NON-STOCK CORPORATION**

First: The name of this Corporation is Family Reach Foundation.

Second: The address of the Corporation's registered office in the State of Delaware and the name of its registered agent is Agents and Corporations, Inc., Suite 600, One Commerce Center, 1201 Orange Street, Wilmington, New Castle County, Delaware, 19801.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation.

Fourth: The Corporation shall not have any capital stock.

Fifth: Should the Corporation elect to have members, the conditions of membership shall be stated in the Bylaws.

Sixth: The Corporation is formed for the purposes of providing relief to the poor, distressed and underprivileged by assisting families who are financially burdened as a result of a family member's suffering from a pediatric cancer. In addition, the Corporation will, on a limited basis, assist families who are financially burdened as a result of a family member's suffering from a life-threatening disease that is not a pediatric cancer. In furtherance of the foregoing charitable purposes, the Corporation shall:

- (a) Provide financial and other support to families with children suffering from a pediatric cancer or other life-threatening diseases.
- (b) Provide financial and other support to families where non-children are suffering from cancer or other life-threatening diseases but where children are affected by financial hardship.
- (c) Conduct all lawful activities which may be useful in accomplishing the foregoing purposes.

Seventh: Notwithstanding any other provision of this certificate, the Corporation is organized exclusively for charitable purposes and shall not carry on 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, as it may be amended (the "Code") or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

**STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/07/2003
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Eighth: The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

Ninth: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code pursuant to an election under Section 501(h) of the Code or otherwise, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Tenth: In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and satisfaction of all liabilities shall be distributed to organizations which qualify under Section 501(c)(3) of the Code or to the Federal government or State or local governments for a public purpose.

Eleventh: The name and mailing address of the incorporator are as follows:

Brian Morello
25 Homer St
Parsippany, NJ 07054

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 29 day of March 2003.

BY: Brian J. Morello
(Incorporator)

NAME: Brian J. Morello

BY-LAWS
OF
FAMILY REACH FOUNDATION ("the corporation")

ARTICLE I
MEMBERS

Members. There shall be no members of the corporation.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Powers. The board of directors ("the board") shall manage the affairs and property of the corporation in accordance with the purposes and limitations set forth in the certificate of incorporation.

Section 2. Classes. There shall be two categories of directors: (1) "Class A" directors shall be over the age of eighteen years and may include, but shall not be limited to, medical professionals close to the needs of cancer patients/families, family recipients, and individuals able to contribute in the areas of: networking, fund-raising, non-profit management, and business management; (2) "Class B" directors shall be over the age of eighteen and members of the Morello, Colangelo or Wiatrak families.

Section 3. Number. The total number of directorships shall be nine. There shall be six Class A directorships and three Class B directorships. The board may increase or decrease the number by amendment of the by-laws, but no decrease shall shorten the term of any incumbent director. All newly created directorships must be designated as either "Class A" or "Class B".

Section 4. Election and Term of Office. The initial directors shall be the persons named by the incorporator at the corporation's organizational meeting. Four initial directors shall serve until the first annual meeting, and five initial directors will serve until the second annual meeting. Thereafter, all directors will serve two-year terms, and be elected by the board of directors at an annual meeting. Each director shall hold office until such director's successor is elected and qualified or until such director's earlier resignation, removal or inability to complete a term of office. Directors may serve an unlimited number of terms.

Section 5. Removal. The board may remove any director for cause at any special meeting of the board called for that purpose.

Section 6. Expectations. Directors are expected to attend all board meetings (in person or via conference call), be prepared for all meetings, participate substantively in the business of the board, notify the board of any conflicts of interest that may arise, and fulfill their fiduciary duty to the corporation. Failure to satisfactorily perform any of these expectations may result in removal for cause.

Section 7. Staff Member Eligibility. [A maximum of ____] Staff members are eligible to serve as members of the board of directors [at any time].

Section 8. Resignation. Any director may resign from office at any time by delivering a resignation in writing to the president. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 9. Vacancies. In the case of a director's resignation, removal or inability to complete a term of office, the board may elect a replacement director at any regular or special meeting. The replacement director shall serve for the remainder of the outgoing director's term.

Section 10. Newly Created Directorships. At any regular or special meeting the board may elect directors to fill any newly created directorships. A director so elected shall serve until the next annual meeting unless the board determines that the director should serve until the second subsequent annual meeting.

Section 11. Place and Time of Meetings. The board shall hold four regular meetings each year. It is suggested that the board meet on the first or second Saturday in January, April, July and October. The president or any officer designated by the president may call a special meeting at any time and shall specify the time and place of the meeting.

Section 12. Annual Meetings. One regular meeting each year shall be designated as the annual meeting. The annual meeting must be held in the first three months of the organization's fiscal year. Election of directors and officers, except to fill vacancies and newly created directorships and offices, shall be undertaken only at the annual meeting.

Section 13. Notice of Meetings. Written notice of regular meetings shall be provided to all directors no less than three weeks in advance. Written notice of special meetings shall be provided to all directors no less than one week in advance. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting. In addition, notice of a meeting need not be given to any director who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice.

Section 14. Quorum and Voting. At all meetings of the board, three-quarters of the directors then in office ("total directors") shall constitute a quorum for the

transaction of business. Except as otherwise provided by law or these by-laws, at any meeting of the board at which a quorum is present, the vote of two thirds of the directors present at the time of the vote, which includes the vote of at least one "Class A" and one "Class B" director, shall be the act of the board. However, Article VII shall govern amendments to these by-laws or the certificate of incorporation.

Section 15. Action by the Board.

a. Any action required or permitted to be taken by the board or by any of its committees may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the board or committee.

b. Participation of one or more directors by conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

ARTICLE III
OFFICERS, EMPLOYEES and AGENTS

Section 1. Officers. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and any other offices created by the board. All of the officers shall be chosen from among the board of directors.

Section 2. Election and Term of Office. At the annual meeting, immediately following the election of directors, the board shall elect officers to a one-year term. Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier resignation, removal or inability to complete a term of office. Officers may be elected to an unlimited number of terms.

Section 3. Removal. The board may remove any officer with or without cause.

Section 4. Vacancies. In the case of an officer's resignation, removal or inability to complete a term of office, the board may elect a replacement officer at any regular or special meeting. The replacement officer shall serve for the remainder of the outgoing officer's term.

Section 5. Newly Created Offices. At any regular or special meeting the board may create offices and elect officers to fill any newly created offices. Officers so elected shall serve until the next annual meeting.

Section 6. Signing Authority. Unless the board specifically requires an additional signature, the president shall have the power to sign, in the name of the corporation, all checks and all legal documents authorized either generally or specifically by the board. The treasurer shall have the power to sign, in the name of the corporation, all checks. The president can grant to the vice-president authority to sign checks and legal documents on a case-by-case basis.

The board may also give to the vice-president and to additional parties the power to sign, in the name of the corporation, checks and legal documents authorized either generally or specifically by the board.

Section 7. President: Powers and Duties. The president shall preside at all meetings of the board, shall generally supervise the affairs of the corporation and shall keep the board fully informed. The president shall have any other powers and perform any other duties assigned by the board.

Section 8. Vice President: Powers and Duties. The vice-president shall have the powers and perform the duties assigned by the board. In the absence or inability of the president to act, the vice-president shall perform all the duties of the president.

Section 9. Secretary: Powers and Duties. The secretary shall maintain or cause to be maintained all written records of the organization, especially notices of meetings, minutes of meetings, and the official correspondence of the Board. The secretary shall perform all duties incident to the office of secretary and any other duties assigned by the board.

Section 10. Treasurer: Powers and Duties. The treasurer shall keep or supervise the keeping of complete and accurate accounts of receipts and disbursements of the corporation and shall deposit or supervise the deposit of all funds of the corporation in the name and to the credit of the corporation in the banks or other depositories chosen by the board. When requested by the board, the treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the corporation. Once a year, the treasurer shall present a financial report to the board. The treasurer shall perform any other duties assigned by the board.

Section 11. Employees and Other Agents. The board may appoint employees and other agents and will determine their authority, duties and compensation, if any. The board may discharge employees and other agents with or without cause.

Section 12. Compensation. The board shall fix the compensation, if any, of any officer or employee. If an officer or employee is a board member, he or she may

not participate in the discussion or the vote with respect to his or her compensation.

ARTICLE IV COMMITTEES

Committees of the Board. The board may establish and appoint an executive and other standing or special committees consisting of one or more directors. The president shall appoint the chairperson of each committee. These committees will have duties and powers established by the board so long as those duties and powers are not inconsistent with the by-laws.

ARTICLE V WORKING GROUPS

Working Groups. The board may appoint working groups, including an advisory group, consisting of directors or other individuals. These groups will have duties established by the board so long as those duties are not inconsistent with the by-laws. Working groups shall have no formal powers.

ARTICLE VI BANK ACCOUNTS AND INVESTMENTS

Bank Accounts and Investments. The board shall select depositories for the funds of the corporation and may hold the corporation's funds in cash or invest them in whatever real or personal property the board thinks desirable.

ARTICLE VII OFFICE AND BOOKS

Section 1. Office. The office of the corporation shall be at the location chosen by the board.

Section 2. Books. There shall be kept at the office of the corporation, or at another location chosen by the board, correct records of the activities and transactions of the corporation, including: a copy of the certificate of incorporation; a copy of these by-laws; all minutes of meetings of the board; and all records maintained by or under the supervision of the treasurer.

ARTICLE VIII INDEMNIFICATION

Indemnification. The corporation, in accordance with Section 145 of the Delaware Law of Corporations and Business Organizations may indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. *[Note: Family Reach needs to make a decision regarding indemnification]*

ARTICLE IX AMENDMENTS

Amendments. The board, by vote of two-thirds of the total directors, which includes the vote of at least one "Class A" and one "Class B" director, may amend these by-laws or the certificate of incorporation at any meeting, provided that notice of the proposed amendment has been included in the notice of meeting.