

702652

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BASIC AMENDMENT

JEWISH VOCATIONAL SERVICE, INC.

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8

TELEFAX

**FROM THE LAW OFFICES OF
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.
100 SouthEast Second Street
Miami, FL 33131-1101**

OUR FAX NO. 305-789-9201
OUR TELEPHONE NO. 305-789-9200

PLEASE DELIVER THE FOLLOWING PAGES AS SOON AS POSSIBLE TO:

NAME: Darlene Connell
FIRM: Corporate Specialist
CITY:
FAX NO.: 850-922-4000

FROM: Judy Rodman, Paralegal
OUR FILE NO.: 54698-SHA Jewish Vocational Service, Inc.

COMMENTS: Fax Audit No. H00000059035
Letter No. 800A00058317
Account No. 071250001512

Enclosed please find corrected Amended and Restated Articles of Incorporation, a copy of your letter referenced above, and the fax audit sheet. Please process accordingly.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 8

DATE: November 13, 2000

IMPORTANT MESSAGE

THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

11/13/2000 13:15 305-789-9201 FOWLER WHITE
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(850)487-6013 11/13/00 12:50 Fl Dept of State pl /1

PAGE 02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 13, 2000

JEWISH VOCATIONAL SERVICE, INC.
735 N.E. 125TH STREET
NORTH MIAMI, FL 33161US

SUBJECT: JEWISH VOCATIONAL SERVICE, INC.
REF: 702652

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000059035
Letter Number: 800A00058317

Audit No. H00000059035 6

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JEWISH VOCATIONAL SERVICE, INC.
(a not-for-profit Florida corporation)**

FILED
NOV 13 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, JEWISH VOCATIONAL SERVICE, INC. desires to change its name to JEWISH COMMUNITY SERVICES OF SOUTH FLORIDA, INC. and to fully restate its Articles of Incorporation as shall be set forth herein.

NOW, THEREFORE, the name of the corporation is changed from JEWISH VOCATIONAL SERVICE, INC. to JEWISH COMMUNITY SERVICES OF SOUTH FLORIDA, INC. and the Articles of Incorporation are hereby fully restated to provide as follows:

ARTICLE I

Name

The name of the corporation is JEWISH COMMUNITY SERVICES OF SOUTH FLORIDA, INC. having its principal office, place of business and registered office at 735 N.E. 125 Street, North Miami, Florida 33161.

ARTICLE II

Registered Office and Registered Agent

The registered office of the corporation shall be at 735 N.E. 125 Street, North Miami, Florida, and the registered agent at that office shall be David B. Saltman.

ARTICLE III

Purpose

The corporation is a private, voluntary social agency established to provide exemplary social service in South Florida on behalf of the Jewish community which promote the quality of life and the maximum achievement of potential within that community and the community as a whole. The basic purpose of the corporation is to be recognized as the leading provider of innovative services and programs that address existing and emerging social service needs. The corporation shall develop and assume administrative responsibility for various social service activities and functions as may be needed and appropriate, including, but not limited to, vocational and social rehabilitation, mental health services, specialized services to older persons, meal services, financial assistance and refugee resettlement; shall participate in community planning, taking leadership in working for the

Audit No. H00000059035 6

Audit No. H00000059035 6

improvement of social conditions and the establishment of adequate community welfare and treatment services; shall contribute to professional education and participate in the training of social service professionals; shall engage in appropriate research and study of human needs, professional practice, and administrative method; shall continuously evaluate the validity and quality of the services it provides; and shall offer its direct services to the Jewish and general population of South Florida.

ARTICLE IV

Duration

The corporation shall have perpetual existence.

ARTICLE V

Dissolution

Upon dissolution of the corporation, the assets of the corporation shall be given to a successor organization or if none, to the Greater Miami Jewish Federation, provided that any such donee shall be qualified under Section 501(c)(3) on the Internal Revenue Code of 1986.

ARTICLE VI

Operating Officers

The operating officers shall include a President/Chief Executive Officer and such Vice Presidents and other officers as shall be established by the Board of Directors in the By-Laws from time to time. All operating officers shall serve until removed by the President/Chief Executive Officer or the Board of Directors.

ARTICLE VII

Board of Directors

The administration, government and management of the corporation shall be vested in a Board of Directors, hereinafter referred to as the Board. The Board shall consist of not less than thirty (30) and not more than one hundred (100) members as elected pursuant to the provisions of the By-Laws. The officers of the Board shall be a Chair, a Vice-Chair, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer, and such other officers as may be provided in the By-Laws from time to time.

Audit No. H00000059035 6

Audit No. H00000059035 6

ARTICLE VIII

Amendment to Articles of Incorporation and By-Laws

These Articles of Incorporation and the By-Laws may be amended, altered or rescinded by a majority vote of the members of the Board voting at a regular Board meeting, or at a special Board meeting called for that purpose.

ARTICLE IX

Effective Date

These Amended and Restated Articles of Incorporation shall supersede all prior such documents in all respects.

These Amended and Restated Articles of Incorporation were adopted by the requisite number of members of the Board of Directors of the corporation at a meeting held on October 19, 2000, and shall be effective upon filing with the Department of State for the State of Florida.

IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of Incorporation to be executed in its name by its proper officers on this 19th day of October, 2000.

JEWISH COMMUNITY SERVICES OF SOUTH FLORIDA, INC.

By: Martin Fine
MARTIN FINE, Chair

By: Richard B. Linevsky
RICHARD LINEVSKY, Secretary

Audit No. H00000059035 6

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

BEFORE ME, the undersigned Notary Public, personally appeared MARTIN FINE and RICHARD LINEVSKY, as the Chair and Secretary, respectively, of the Board of Directors of JEWISH COMMUNITY SERVICES OF SOUTH FLORIDA, INC., a not-for-profit Florida corporation, who are personally known to me and who executed the foregoing Amended and Restated Articles of Incorporation for the uses and purposes therein expressed.

DATED this 19th day of October, 2000.

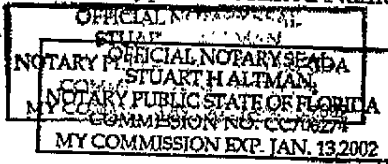
Stuart H. Altman

Signature of Notary Public

STUART H. ALTMAN

Typed or Printed Name of Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, DAVID B. SALTMAN, hereby accepts the appointment as Registered Agent for JEWISH COMMUNITY SERVICES OF SOUTH FLORIDA, INC., a not-for-profit Florida corporation, this 19th day of October, 2000.

David B. Saltman

DAVID B. SALTMAN

Audit No. H00000059035 6

JOY B. SPILL, PRES.
JCS of SOUTH FLORIDA formerly known as
JEWISH COMMUNITY SERVICES OF SOUTH FLORIDA INC.

October 19, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

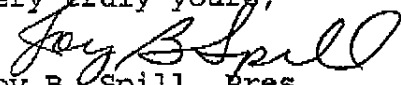
Re: name change and consent to use of former name by Jewish
Vocational Service Inc.

Dear Sir or Madam:

This letter is to confirm that I am the President of
Jewish Community Services of South Florida Inc., a not for profit
corporation which is simultaneously filing a Certificate of
Amendment changing its name to JCS of South Florida Inc.

It is my understanding that Jewish Vocational Service,
Inc. desires to change its name to JEWISH COMMUNITY SERVICES OF
SOUTH FLORIDA INC. I hereby consent to same. The corporation
which I formed has not yet transacted any business under the name
Jewish Community Services of South Florida, Inc.

Thank you for your attention to this matter.

Very truly yours,

Joy B. Spill, Pres.

Audit No. H00000059035 6