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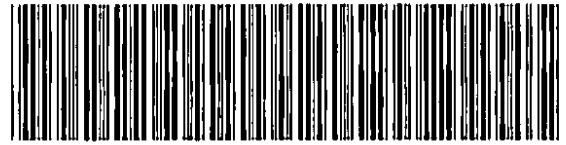
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Amended
Restated

JA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 018545 8255494
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 35.00

ORDER DATE : October 21, 2019
ORDER TIME : 3:08 PM
ORDER NO. : 018545-005
CUSTOMER NO: 8255494

DOMESTIC AMENDMENT FILING

NAME: SCHECK HILLEL COMUNITY SCHOOL,
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson -- EXT# 62968

EXAMINER'S INITIALS:

[Handwritten initials: 10a]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**SCHECK HILLEL COMMUNITY SCHOOL, INC.
a Florida corporation, not for profit**

2019 AUG 21 AM 9:07

THIS IS TO CERTIFY that pursuant to Article XI of the Amended Articles of Incorporation of SCHECK HILLEL COMMUNITY SCHOOL, INC., a Florida corporation Not for Profit, formerly known as Hillel Community Day School, Inc. (the "Corporation"), the Board of Governors on August 25, 2019, by at least a two-thirds (2/3) vote of the Board of Governors present at the meeting, pursuant to at least seven (7) days' notice of the proposed amendments which had been mailed to all members of the Board of Governors, amended and restated the Amended Articles of Incorporation of the Corporation in their entirety to be effective for all purposes as of August 25, 2019, as follows:

ARTICLE I

NAME

The name of this Corporation shall be as follows:

SCHECK HILLEL COMMUNITY SCHOOL, INC.

ARTICLE II

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized shall be as follows: to establish a Jewish Community Day School to service the areas of Northern Dade county and Southern Broward County, Florida; to promote and teach traditional Jewish values and Torah observance; to maintain the high standards of secular education dedicated to the highest ideals and standards of our American way of life; to remain unaffiliated with any National religious body; to accept and receive charitable donations, gifts and legacies for the purposes of aiding the Corporation in its endeavors; to buy, sell, lease, receive and encumber such real estate and personal property as may be necessary, advisable or beneficial for the carrying out of the purposes of this Corporation; and to do any and all things incident to or in connection with the carrying out of the purposes of this Corporation.

ARTICLE IV

MISSION OF THE CORPORATION

AND

RELIGIOUS, CHARITABLE AND EDUCATIONAL PURPOSES

The Mission of the Corporation is to educate and inspire students, from early childhood through Grade 12 through the Scheck Hillel Community School, to become exemplary global citizens with enduring Jewish identity, values and a commitment to the State of Israel, through a college preparatory curriculum and meaningful co-curricular experiences guided by Orthodox teachings and set within a nurturing, diverse community. The Scheck Hillel Community School shall also service the area of South Florida.

The purposes for which the Corporation are organized shall be limited to those which are strictly charitable and educational. In no event shall the Corporation engage in any activity

which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, as hereafter amended, and the applicable rules and regulations thereunder.

No substantial part of the activities of the Corporation shall be or consist of the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with and to the extent provided in Section 501(h) of the Internal Revenue Code of 1986, as amended).

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

ARTICLE V

MEMBERS OF THE CORPORATION

The Members of the Corporation shall be the parents (including, without limitation, legal guardians) in "good standing" of the children enrolled as students in the school(s) which are operated by the Corporation (collectively, the "School"). Parents shall cease to be Members of the School upon the date that all of their children cease to be enrolled as students in the School.

The Board of Governors shall set forth the standards for "good standing" in the Bylaws of the Corporation from time to time.

ARTICLE VI

ORIGINAL SUBSCRIBERS

The names and residences of the original Subscribers are:

<u>NAME</u>	<u>RESIDENCE</u>
MRS. ELINOR CALMENSEN	570 N.E. 180 th Drive North Miami Beach, Florida
DR. JOEL B. DENNIS	1080 N.E. 165 th Terrace North Miami Beach, Florida
DR. LEE DUFFNER	1041 N.E. 180 th Terrace North Miami Beach, Florida
IRVING KUTTNER	16450 Miami Drive North Miami Beach, Florida
THEODORE LERNER	999 N.E. 167 th Street North Miami Beach, Florida
LEONARD SCHREIBER	1999 N.E. 199 th Street North Miami Beach, Florida
DON R. SOLOMON	4620 Jefferson Street Hollywood, Florida
MORTON D. ZEMEL	2351 N.E. 174 th Street North Miami Beach, Florida

ARTICLE VII

BOARD OF GOVERNORS

The governing body of this Corporation shall be the Board of Governors. The number of Directors shall be fixed in the Bylaws of the Corporation. Members of the Board of Governors shall be appointed or elected as provided in the Bylaws of the Corporation and shall serve such terms as provided in the Bylaws of the Corporation.

ARTICLE VIII

OFFICERS

The day-to-day affairs of the Corporation shall be managed by executives and other employees of the Corporation which are selected and replaced by the Board of Governors in the manner set forth in the Bylaws of the Corporation.

ARTICLE IX

POWERS

The Corporation shall have the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as amended and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE X
AMENDMENT TO
ARTICLES OF INCORPORATION

1. Subject to Article X, Section 2 below, the Board of Governors may amend, in whole or in part, the Articles of Incorporation of the Corporation at a duly convened meeting of the Board of Governors by the affirmative vote of seventy-five percent (75%) of the existing members of the Board of Governors, provided that notice of the proposed amendment shall have been given in the notice of such meeting in writing by regular or electronic mail at least seven (7) days in advance of such meeting.

2. Notwithstanding anything to the contrary set forth in these Articles of Incorporation, the following matter shall not be approved by the Board of Governors unless approved by the affirmative vote of BOTH (i) one hundred percent (100%) of the existing members of the Board of Governors AND (ii) seventy-five percent (75%) of all of the Members of the School:

- (i) The amendment or repeal of all or any portion of the Purposes of the Corporation and the Religious, Charitable and Educational Purposes as set forth in Article IV of the Articles of Incorporation of the Corporation.

ARTICLE XI

BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Governors, and thereafter may be amended or repealed, in whole or in part, as set forth in the Bylaws, or if the Bylaws do not address such matter, then as determined by the affirmative vote of seventy-five percent (75%) of the existing members of the Board of Governors, provided that notice of the proposed amendment shall have been given in the notice of such meeting in writing by regular or electronic mail at least fourteen (14) days in advance of such meeting.

ARTICLE XII

PRINCIPAL OFFICE AND MAILING ADDRESS

AND

REGISTERED AGENT AND REGISTERED OFFICE

The principal office and mailing address of the Corporation shall be 19000 N.E. 25th Avenue, North Miami Beach, Florida 33180, or at such other place as the main school is located.

The name of the registered agent and address of the registered office of the registered agent and address is Vanessa Donaher, 19000 NE 25th Avenue, North Miami Beach, Florida 33180.

ARTICLE XIII
SPECIAL PROVISIONS

The following provisions of the Articles of Incorporation of SCHECK HILLEL COMMUNITY SCHOOL, INC., (formerly known as the HILLEL COMMUNITY DAY SCHOOL, INC.), are unamendable:

- A. The purposes as set forth in Article III hereof.
- B. The Principal of the SCHECK HILLEL COMMUNITY SCHOOL, INC. (formerly known as the HILLEL COMMUNITY DAY SCHOOL, INC.), as well as the Principal of any other school which shall be operated by this Corporation shall, at all times, live in accordance with the precepts of the Torah, and represent himself as a traditional Sabbath Observer to the satisfaction of not less than seventy-five (75%) percent of the Board of Governors.
- C. The SCHECK HILLEL COMMUNITY SCHOOL, INC., (formerly known as the HILLEL COMMUNITY DAY SCHOOL, INC.), and all other schools which shall be operated by this Corporation, shall never hold classes on the following religious Holy Days: The Sabbath, The First and Second Days of Rosh Hashanah, Yom Kippur, The First Two Days of Succoth, Shemini Atzeret; Simchat Torah; The First Two Days and the Last Two Days of Pesach; and the First and Second Days of Shavuot.
- D. The SCHECK HILLEL COMMUNITY SCHOOL, INC. (formerly known as the HILLEL COMMUNITY DAY SCHOOL, INC.), and all other schools which shall be operated by this Corporation, shall at all times subscribe to the observance of traditional Jewish dietary laws both within the school building, as well as at all functions sponsored by the School, except

functions over which the SCHECK HILLEL COMMUNITY SCHOOL INC., (formerly known as HILLEL COMMUNITY DAY SCHOOL) does not have control.

E. All male students of the SCHECK HILLEL COMMUNITY SCHOOL INC., (formerly known as HILLEL COMMUNITY DAY SCHOOL) and all other schools which shall be operated by this Corporation, shall wear a head covering during all School hours.

ARTICLE XIV


DISSOLUTION

In the event of the dissolution of the Corporation, all assets of the Corporation shall be distributed to one or more charitable, scientific, research or educational organizations which shall be exempt from Federal income taxes by reason of section 501(c)(3) of the Internal Revenue Code of 1986 (or of the corresponding provision of any subsequent Federal tax law) in the manner set forth in the Bylaws of the Corporation or, if such Bylaws do not address such matter, then, as otherwise determined by the affirmative vote of seventy-five percent (75%) of the members of the Board of Governors of the Corporation (or, as designated by a court of competent jurisdiction, upon request by any Governor, Officer or Member of the School in the event the Board of Governors fails to make such designation within one hundred twenty (120) days after such dissolution).

Signature On Next Page

IN WITNESS WHEREOF, SCHECK HILLEL COMMUNITY SCHOOL, INC., a Florida corporation, not for profit, has executed these Amended and Restated Articles of Incorporation on August 22, 2018 to be effective for all purposes as of August 23, 2018.

**SCHECK HILLEL COMMUNITY SCHOOL,
INC.**

By: 

Chair of the Board

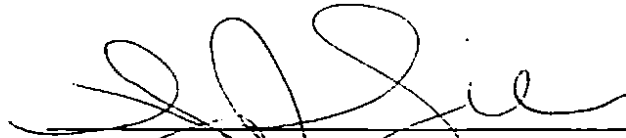
Attest: _____
Secretary

[CORPORATE SEAL]

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

BEFORE ME the undersigned authority duly authorized to take acknowledgments, personally appeared Uri Portman and Jacques Bernado as Chair of the Board and Secretary respectively of SCHECK HILLEL COMMUNITY SCHOOL, INC., a Florida corporation, not for profit, who being first duly sworn, acknowledges that at a meeting of its Board of Governors regularly called, the foregoing Amended and Restated Articles of Incorporation were adopted and the issuance of this Certificate was duly authorized.

WITNESS my hand and seal at Miami- Dade County, Florida this 26th day of August, 2019.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: Sept. 21, 2022

