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755531
March 19, 1999

Florida Department of State
Division of Corporations
Attention: Amendment Section
P. O. Box 6327
Tallahassee, Florida 32314

300002813053--9
-03/22/99--01085--001
*****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation
of Tampa-Orlando-Pinellas Jewish Foundation, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of Tampa-Orlando-Pinellas Jewish Foundation, Inc., together with a check for \$43.75 to cover the \$35.00 filing fee and \$8.75 certified copy fee. After the Articles of Amendment have been filed, please return the certified copy to this office.

Sincerely,

Mary F. Fendle
Mary F. Fendle, Legal Assistant

:mff

Enclosures (3)

cc: Bruce Shanker w/enclosure
Albert D. Capouano, Esq.

FILED
99 MAR 22 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
TLL

MAR 24 1999

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Tampa-Orlando-Pinellas Jewish Foundation, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - ADOPTION AND TEXT OF AMENDMENTS

All of the members of the Corporation unanimously approved a resolution amending Article III of its Articles of Incorporation, pursuant to Article VIII of its Articles of Incorporation, by Written Consents dated the 19th day of February, 1999, executed in accordance with Section 617.0701 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval of said amendment. The following is a true and correct copy of the resolution amending Article III of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of Tampa-Orlando-Pinellas Jewish Foundation, Inc. is hereby deleted in its entirety and amended to read as follows:

"ARTICLE III. PURPOSES, RIGHTS AND POWERS"

1. This Corporation is organized and shall be operated as a corporation not for profit exclusively for charitable, educational and religious purposes by conducting or supporting activities for the benefit of or to carry out the purposes of any of the "qualified organizations" specified herein and for the purpose of making charitable contributions to organizations described in Section 501(c)(3) (hereinafter "Section 501(c)(3) organizations") of the Internal Revenue Code of 1986, as amended (the "Code"), provided such charitable contributions to Section 501(c)(3) organizations are approved by the appropriate Distribution

Committee of this Corporation for the Tampa JCC/Federation, Inc. formerly known as the Tampa Jewish Federation, Inc., Tampa, Florida (hereinafter the "Tampa JCC/Federation"), the Central Florida Jewish Community Council, Inc. d/b/a the Jewish Federation of Greater Orlando, Maitland, Florida (hereinafter the "Orlando Federation") and the Jewish Federation of Pinellas County, Inc., Largo, Florida (hereinafter the "Pinellas Federation"). The Tampa JCC/Federation, the Orlando Federation and the Pinellas Federation are the "qualified organizations" specified herein. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions, in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes, and to act as trustee of property in which any beneficial interest is owned by any qualified organization.

2. An organization is a "qualified organization" for purposes of the Articles of Incorporation of this Corporation only if it is also described in Section 501(c)(3) and/or Section 509(a)(1) or (2) of the Code."

ARTICLE III - EFFECTIVE DATE OF AMENDMENT

The effective date of the foregoing amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 19th day of February, 1999.

TAMPA-ORLANDO-PINELLAS JEWISH
FOUNDATION, INC.

By: J. Richard Weiner
Name: J. RICHARD WEINER
Title: PRES.