

N06000009862

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JEWISH FEDERATION OF BROWARD COUNTY, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JEWISH FEDERATION OF BROWARD COUNTY, INC.**

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SECRETARY OF STATE
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The Jewish Federation of Broward County, Inc., (the "Corporation") a corporation organized under Chapter 617, Florida Statutes, of the Florida Not for Profit Corporation Act, does hereby certify that:

The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on the 19th day of February, 2006 and the document number of this corporation is N06000009862.

The Amended and Restated Articles of Incorporation were adopted by a unanimous resolution of the Board of Directors on November 7, 2006.

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

1. The name of the Corporation shall be **Jewish Federation of Broward County, Inc.** (hereinafter the "Corporation").
2. The mailing address and principal office of the Corporation is 5890 South Pine Island Road, Davie, Florida 33328.
3. The registered office of the Corporation is Greenspoon Marder P.A., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309, and the registered agent at that address is Alan B. Cohn, Esq.
4. The Corporation is organized and shall be operated exclusively for the benefit of The United Jewish Community of Broward County, Inc. (hereinafter referred to as "UJC") its subsidiaries and wholly owned entities and shall be a not for profit corporation under Florida law dedicated to charitable religious and education purposes. As long as UJC is operated exclusively for charitable, educational or religious purposes, the Corporation shall conduct or support activities for the benefit of or carry out the purposes of UJC. In the event UJC should cease to exist for any reason or shall no longer be a qualified organization as defined below, and shall have no successor in interest which is a qualified organization, then the Corporation shall be organized and shall be operated exclusively for the benefit of any other qualified organization

which is operated for similar purposes and conducts or supports similar activities as UJC. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c) (3) and Sections 509 (a) (1) or (a) (2) of the Internal Revenue Code of 1986, as amended, or any successor version of the Internal Revenue Code (hereinafter the "Code").

5. This Corporation, even though it is not anticipated that it will seek the status of a Corporation, shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) (3) of the Code, and that is other than a private foundation by reason of being described in Section 509(a) (3) of the Code shall operate as if it had such exemption. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c) (3) of the Code. Further, 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.

6. There shall initially be three (3) Directors, one (1) of which shall be the President and Chief Executive Officer of UJC, one (1) of which shall be the then Board Chair of the UJC, and one (1) of which shall be the then Secretary of the UJC. The initial Directors and their respective addresses are:

Eric Stillman, President and Chief Executive Officer of the UJC
5890 South Pine Island Road, Davie, FL 33328

Stephen Jackman, Board Chair of the UJC
5890 South Pine Island Road, Davie, FL 33328

Sharon Schwartz, Secretary of the UJC
10040 N.W. 14th Street, Plantation, FL 33322

All Directors shall serve term limits until their position at the UJC has expired or terminated at which time the new person with the required position (as set forth above) shall automatically take their place. Any vacancy in Director shall be filled by the UJC replacing that position at the UJC.

The number of Directors may be decreased or increased but only by majority vote of the Directors and with the approval of the UJC.

7. Business of the Corporation may be conducted without the necessity of meetings by corporate resolutions. If a meeting is required, it may be called by all Directors, or if an annual meeting is required (which may be called by any Director) then it shall take place at the annual meeting of the UJC after providing all other Directors at least ten (10) days written notice.

The Corporation's Officers shall be as follows:

1. The President shall be the then Director who is the President and Chief Executive Officer of the UJC; and
2. The Secretary shall be the then Secretary of the UJC.

The Corporation shall hold no assets nor open or maintain any accounts at financial institutions; nor shall it have the power to borrow, loan or form any subsidiary organization. The Corporation shall not conduct fundraising activities or advertise. The Corporation shall permit its name to be utilized by the UJC or its successor organization but shall not permit its name to be utilized by any other organization, individual for any other purpose other than that purposes determined by the UJC.

8. Upon the dissolution of the Corporation, which shall occur by unanimous vote of the Directors and approval of the Board of Directors of the UJC, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, if any, to the UJC or its successor organization so long as the UJC is operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). If the UJC is not in existence and does not have a successor in interest then any such assets not so disposed of shall be disposed of by the Circuit Court in Broward County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes as the UJC existed for.

9. There will not be any members of the Corporation.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation of the Jewish Federation of Broward County, Inc. are signed by its Directors effective as of the 27th day of November 2006.



ERIC STILLMAN, DIRECTOR



STEPHEN JACKMAN, DIRECTOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for JEWISH FEDERATION OF BROWARD COUNTY, INC. at the place designated in the Articles of Incorporation; I agree to act in this capacity; I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: December 7, 2006



Alan B. Cohn, Esq.