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BASIC AMENDMENT

TEMPLE MENORAH INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TEMPLE MENORAH, INC.

(A Florida not for profit corporation)

Document Number: 701428

CT -6 AM IO: III

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

FIRST: The following Article XIII and Article XIV shall be added to the Articles of Incorporation:

Article XIII: Upon the dissolution and liquidation of the corporation, the corporation's assets shall be distributed to one or more tax exempt entity or entities within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the "Code"). Any assets not distributed to a tax exempt entity shall be distributed by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

Article XIV: No part of the net earnings of the corporation shall inner to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article XIII hereof. No part of the activities of the corporation shall be the carrying on of propagands, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of Code.

SECOND: The date of adoption of the above amendments was October 5, 2004.

THIRD: The following amendment to the articles of incorporation was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Signed this 5th day of October, 2004.

Rosalind Lanes, Secretary

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