

707319

Battaglia, Ross, Dicus & Wein, P.A.

Attorneys at Law

*Anthony J. Battaglia
Howard P. Ross ‡
Anthony O. Dicus, Jr.
Stephen J. Wein
Kelli Hanley Crabb
Brian P. Battaglia
Robert E. Jagger
Edwin B. Jagger*

*First Union Building 980 Tynone Boulevard
Post Office Box 41100
St. Petersburg, Florida 33743-1100
Tel: (727) 381-2300 Fax: (727) 343-4059
brdew@brdewlaw.com*

*James C. Runyon
Christian B. Anouge, II
Timothy W. Weber
Maureen J. Anouge
Kaiti L. Jones*

‡ Board Certified Civil Trial and Business Litigation Lawyer

*Larson & Larson, P.A.
Counsel for Intellectual Property*

May 17, 2000

Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

700003260037--4
-05/19/00--01107--007
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation
Jewish Federation of Pinellas County, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of Articles of Amendment to the Articles of Incorporation of the above named corporation. In addition, a check in the sum of \$35.00 is enclosed which represents the following fee: (607.0122)

Filing fee for Amendment to Articles of Incorporation

\$35.00

Please file the original of the enclosed and return a date stamped copy to the undersigned in the enclosed self addressed, postage paid envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,

Battaglia, Ross, Dicus & Wein, P.A.


Maureen J. Anouge

Enclosures

FILED
00 JUL 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tampa

St. Petersburg

7 LEWIS JUL 31 2000

Battaglia, Ross, Dicus & Wein, P.A.
Attorneys at Law

Anthony P. Battaglia
Howard P. Ross ‡
Aubrey O. Dicus, Jr.
Stephen J. Wein
Kelli Hanley Enabb
Brian P. Battaglia
Robert E. Jagger
Edwin B. Jagger

First Union Building 980 Tyrone Boulevard
Post Office Box 41100
St. Petersburg, Florida 33743-1100
Tel. (727) 381-2300 Fax: (727) 343-4059
brdw@brdwlaw.com

James C. Runyon
Christian B. Anouge, II
Timothy W. Weber
Maureen J. Anouge
Kiimi L. Jones

‡ Board Certified Civil Trial and Business Litigation Lawyers

Larson & Larson, P.A.
Counsel for Intellectual Property

July 28, 2000

Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

RE: Amended and Restated Articles of Incorporation
Jewish Federation of Pinellas County, Inc.

Dear Ms. Lewis:

Enclosed please find the original and a copy of the revised Articles of Amendment to the Articles of Incorporation of the above named corporation and a copy of your correspondence dated July 3, 2000.

Please file the original of the enclosed and return a date stamped copy to the undersigned in the enclosed self addressed, postage paid envelope.

Very truly yours,

Battaglia, Ross, Dicus & Wein, P.A.


Maureen J. Anouge, Esq.

Enclosures

Tampa

St. Petersburg

Battaglia, Ross, Dicus & Wein, P.A.

Attorneys at Law

*Anthony J. Battaglia
Howard P. Ross ‡
Aubrey O. Dicus, Jr.
Stephen J. Wein
Kelli Hanley Crabb
Brian P. Battaglia
Robert E. Jagger
Edwin B. Jagger*

*First Union Building 980 Tyrone Boulevard
Post Office Box 41100
St. Petersburg, Florida 33743-1100
Tel: (727) 384-2300 Fax: (727) 343-4059
brdw@brdwlaw.com*

*James C. Purvion
Christian B. Anouge, II
Timothy W. Weber
Maureen J. Anouge
Kaimi L. Jones*

‡ Board Certified Civil Trial and Business Litigation Lawyers

*Lanson & Lanson, P.A.
Counsel for Intellectual Property*

June 29, 2000

**Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314**

**RE: Amended and Restated Articles of Incorporation
Jewish Federation of Pinellas County, Inc.**

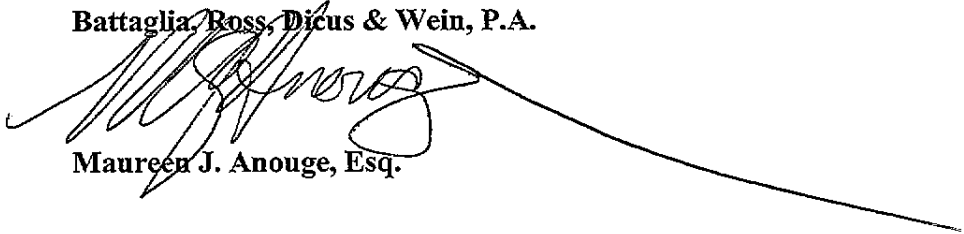
Dear Ms. Lewis:

Enclosed please find the original and a copy of the revised Articles of Amendment to the Articles of Incorporation of the above named corporation. Also enclosed is my initial letter dated May 17, 2000 and your response letter of June 2, 2000.

Please file the original of the enclosed and return a date stamped copy to the undersigned in the enclosed self addressed, postage paid envelope.

Very truly yours,

Battaglia, Ross, Dicus & Wein, P.A.


Maureen J. Anouge, Esq.

Enclosures

**CC: Bill Bennett
Steve Wein**

Tampa

St. Petersburg



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 2, 2000

MAUREEN J. ANOUGE, ESQ.
BATTAGLIA, ROSS, DICUS & WEIN, P.A.
P. O. BOX 41100
ST. PETERSBURG, FL 33743-1100

SUBJECT: JEWISH FEDERATION OF PINELLAS COUNTY, INC.
Ref. Number: 707319

We have received your document for JEWISH FEDERATION OF PINELLAS COUNTY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 800A00031181

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**JEWISH FEDERATION OF PINELLAS COUNTY, INC.
A NOT-FOR-PROFIT CORPORATION**

FILED
00 JUL 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The original filing of the Articles of Incorporation was May 20th, 1964 and Amended and Restated Articles of Incorporation were filed on April 6, 1992. The following Amended and Restated Articles of Incorporation ("Articles") were approved at a special meeting of the Board of Directors on April 11, 2000, by a two-thirds (2/3) vote of the Directors present, such vote being sufficient for approval under Article X of the existing Articles and no vote of the members was required.

ARTICLE I: NAME

The name of this Corporation shall be Jewish Federation of Pinellas County, Inc., hereinafter referred to as the Federation.

ARTICLE II: CHARTER AND POWERS

A. The Federation is organized for all purposes for which a corporation may be chartered under the laws relating to corporations not-for-profit as set forth in Chapter 617, Florida Statutes, as currently in force and as to be amended from time to time. Any assets, or income, of the Federation shall not be distributable to, or inure, to the benefit of the members, directors or officers of the Federation.

B. The Federation shall have the power to do all lawful acts which may be necessary or proper for the attainment of the purposes of the Federation and to aid other organizations whose activities foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Federation shall exercise only organizations set forth in Section 501 © (3) of the Internal Revenue Code of 1986 as amended and its regulations as same exist or as they may be amended.

C. Upon dissolution, or if for any other reason the Federation shall no longer exist, the assets will be disposed of to organizations which are not-for-profit and tax exempt under Section 501 © (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III: PURPOSE AND MISSION

The Federation is organized to further the welfare of the Jewish community locally, nationally, and around the world, for philanthropic, social, cultural, educational and religious purposes. To conduct an annual campaign for such purposes and for all activities related to the United Jewish Communities, including special campaigns.

Its mission is as follow:

A. Fundraising. For the annual campaign for local services and for all activities to the United Jewish Communities, including special campaigns.

B. Serving as the primary planning body for the organized Jewish Community with respect to the development of needed social services. This would include and extend to all capital development projects and to the consequent need for setting priorities to inform the budgeting and allocations process.

C. Reviewing and approving any and all capital campaigns by local beneficiaries. In case of multiple requests, Federation should help define priorities within the Jewish community for the duct of capital, supplemental and foundation campaigns. Such campaigns will not conflict with the Federation annual campaign and will be developed through a planning process.

D. Serving as the central coordinator of multiple, non-capital appeals. (e.g. Israeli universities, national agencies.

E. Serving as the primary organization for the conduct of Human Resources Development programs, the most common of which include Leadership Development.

F. Being the Budget and Allocations arm of the organized Jewish community through its annual campaign.

G. Using Tampa Orlando Pinellas Jewish Foundation, Inc. (T.O.P.), the Federation's supporting foundation to serve as the primary vehicle for the development of philanthropic, unrestricted and "designated" funds for the benefit of the Jewish Federation of Pinellas County, Inc. and its purpose.

H. Serving as the central forum for the organized Jewish community to discuss, debate and recommend action in the field of community relations as to issues affecting Israel, Soviet and International Jewry as well as domestic and national issues such as prevention of anti-Semitism and maintenance of the separation of church and state, as well as NJCRAC identified concerns.

I. Serving as the primary coordinating body for major events within the Pinellas County Jewish community.

ARTICLE IV: PERPETUITY

The Federation, not-for-profit, shall exist perpetually.

ARTICLE V: PRINCIPAL OFFICE

The Federation's principal office shall be located in Pinellas County, at such place as the Board of Directors may designate.

ARTICLE VI: MEMBERSHIP

Membership in the Federation shall be open to any person who contributes and pays the sum of eighteen dollars (\$18) per year to the annual Federation campaign. Each member shall be entitled to one vote at any annual or special meeting of the Federation called pursuant to Article XII.

ARTICLE VII: DIRECTORS

The Federation shall be governed by a Board of Directors which shall consist of not less than twenty (20) members at any time, who shall be elected at the annual meeting of the Federation, or as otherwise provided in the By-Laws. The number of Directors may be increased as provided in the By-Laws.

ARTICLE VIII: OFFICERS

The officers of the Federation shall be a President, a President-Elect, one or more Vice Presidents, a Treasurer and a Secretary. No one person shall hold more than one of the aforementioned offices except that the President-Elect may also hold the office of one of the Vice Presidents.

ARTICLE IX: BYLAWS

Any Bylaws of the Federation shall be made, altered or rescinded as follows:

A. By a two-thirds (2/3) vote of the members of the Board present at any regular meeting or special meeting, provided that notice of the proposed change has been given in writing at least ten (10) days prior to the meeting at which same shall be voted upon.

B. By a vote of two-thirds (2/3) of the members of the Federation present at any Annual Meeting or special meeting, provided that notice of the proposed change has been given in writing at least ten (10) days prior to the date of such a meeting. Upon petition of fifty voting members of the Federation, a special meeting shall be convened to consider Bylaws changes.

All changes to the Bylaws shall become effective immediately upon approval by the Federation, or the Board of Directors.

ARTICLE X: AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of the Federation.
Adoption of any amendment shall be accomplished by:

A two-thirds (2/3) vote of the members of the Board present at any regular meeting or special meeting, provided that notice of the proposed change has been given in writing at least ten (10) days prior to the date of such a meeting at which same shall be voted up on.

Or

A two-thirds (2/3) vote of the members of the Federation present at any Annual Meeting or special meeting provided that notice of the proposed change has been given in writing at least ten (10) days prior to the date of such a meeting. Upon petition of fifty (50) voting members of the Federation, a special meeting shall be convened to consider Articles of Incorporation changes.

ARTICLE XI: COMPENSATION

There shall be no compensation of any kind, other than actual expense, if any, paid to members, directors and/or officers for acting in that capacity.

ARTICLE XII: MEETINGS

The Federation shall meet annually to report to membership its activities, financial and campaign results, to elect directors for the following term of office, and to transact any other business which may be presented to the membership.

The Annual Meeting shall be held each year in June of each year or at such other time as the Board may specify. Written notices shall be sent to each member at least ten (10) days prior to such meeting.

Special meetings of the Federation may be called as needed by the President upon ten (10) days written notice and must be called by the President upon receipt of written petition of fifty (50) members of the Federation, at least ten (10) days prior to such meeting.

ARTICLE XIII: QUORUM

A quorum enabling the Directors to conduct business at a Board of Directors meeting shall be one-third (1/3) of the Directors elected at the Annual Meeting of the Federation.

A quorum enabling members to conduct business at an Annual Meeting or special meeting of the membership shall be fifty (50) members.

ARTICLE XIV: INDEMNIFICATION

The Federation shall indemnify any director or officer, or any former director or officer, in the manner set out and provided for in the bylaws of the corporation, pursuant the provisions of Section 607.0850, of the Florida Statutes as amended.

ARTICLE XV: DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the Federation and one (1) or more of its directors, or between the Federation and any other corporation, firm, association or other entity, in which one (1) or more of its directors are directors or officers, are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the members; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the members.

B. Common or interested directors may be counted in determining the presence of a Quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

IN WITNESS WHEREOF, the undersigned President of the Jewish Federation of Pinellas County, Inc. does sign and affix his name on this day of 20 day of JULY, 2000, and does certify that these Amended and Restated Articles of Incorporation were properly approved as provided in the Preambles.


President