

Division of Corporations

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714320

Florida Department of State
Division of Corporations
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MENORAH CENTER, INC.**

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January 22, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MENORAH CENTER, INC.
250 58TH STREET NORTH
ST. PETERSBURG, FL 33710

SUBJECT: MENORAH CENTER, INC.
REF: 714320

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Darlene Connell
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

HL30000141843

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

MENORAH CENTER, INC

A Corporation Not For Profit

(Document Number 714320)

The undersigned, representing all of the Directors and 100% of the voting interests of the Menorah Center, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida, whose original Articles of Organization were filed with the Secretary of State of the State of Florida on March 26, 1968, hereby adopt the following Amended and Restated Articles of Organization in accordance with the laws of the State of Florida.

FIRST: The name of this corporation (hereinafter sometimes referred to as the "Corporation") is: MENORAH CENTER, INC.

SECOND: The purpose for which the Corporation is formed and the business which it shall carry out is to:

A. To provide seniors with an affordable and quality place to live and to promote self-sufficiency through services designed to keep residents physically, socially and mentally active.

B. To plan, construct, operate, maintain and improve rental housing and related facilities and services for elderly families and elderly persons.

C. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incident to the provision of rental housing and related facilities.

D. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust or other lien.

E. To apply for, obtain and contract with any Federal agency for a direct loan or loans or other financial aid in the form of mortgage insurance or otherwise for the provision of rental housing and related facilities and services for elderly families and elderly persons.

F. To exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

THIRD: The Corporation formed hereby is also authorized to enter into a regulatory or use agreement with the United States Secretary for the Department of Housing and Urban Development ("HUD") on such terms and conditions as the Board of Directors of the Corporation deem reasonable.

FOURTH: The affairs of the Corporation shall be governed by a Board of Directors consisting of not fewer than five, and not more than nine, directors elected by the members of the Corporation in the manner provided for in the Bylaws of the Corporation. The qualifications of the directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties and liabilities shall,

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except as otherwise provided in these Articles or by the laws of the State of Florida, be as prescribed in the Bylaws.

FIFTH: The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors from among its members. No more than two offices may be held by any one individual person. The Board of Directors may appoint an Assistant Secretary, an Assistant Treasurer, and such other officers as in their judgment may be necessary.

At the first meeting of the Board of Directors, officers shall be elected by the Board to serve until the first annual meeting of the Board of Directors; thereafter, the officers shall be elected by the Board of Directors at its annual meeting and, unless sooner removed by the Board, shall serve for a term of one year and until their successors are elected and qualified. The officers shall serve without compensation.

SIXTH: Membership in the Corporation shall be limited to persons of good moral character who have demonstrated, by their deeds, their desire to be of service to others. Members shall be admitted by majority vote of the Board of Directors of the Corporation.

SEVENTH: Bylaws of the Corporation shall be adopted by the Board of Directors and may be amended only as provided therein, provided that such Bylaws and amendments thereto shall not conflict with the provisions of these Articles of Incorporation or of any regulatory or use agreement which may be entered into by the Corporation and HUD from time to time. This restriction regarding HUD shall only be effective so long as HUD is the sole owner of a permanent mortgage loan encumbering property owned by the Corporation.

EIGHTH: These Articles of Incorporation may be amended by a vote of two-thirds of the Board of Directors of the Corporation at any annual meeting, or a special meeting called for that purpose.

NINTH: The duration of this Corporation shall be perpetual.

TENTH: No part of the net earnings of this Corporation shall be distributed to, or inure to the benefit of any member, director or officer of this Corporation, contributor or private individual. Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization.

ELEVENTH: In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to designate, by appropriate Bylaws, or by resolutions passed by a majority of the whole membership of the Board of Directors, two or more of its number to constitute a committee or committees, with such name or names as may be stated in the Bylaws or as may be determined from time-to time by resolution of the Board of Directors, which committee or committees, to the extent provided in such resolution or resolutions or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the work and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

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TWELFTH: Any present or future director or officer of the Corporation and any present or future director or officer of any other Corporation serving as such at the request of the Corporation because of the Corporation's interest in such other corporation, or the legal representative of any such director or officer, shall be indemnified by the Corporation against reasonable costs, expenses (exclusive of any amount paid to the Corporation in settlement) and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such director or officer or his legal representative may be made party by reason of his being or having been such director or officer; provided, (1) said action, suit or proceeding shall be prosecuted against such director or officer or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he had been derelict in the performance of his duties as such director or officer, or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such director or officer or his legal representative without a final determination on the merits, and it shall be determined by the Board of Directors or in such other manner as may be provided in the Bylaws that said director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding. The privilege and power conferred by this article shall be in addition to and not in restriction or limitation of any other privilege or power which a corporation of the State of Florida may have with respect to the indemnification or reimbursement of directors or officers.

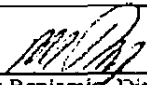
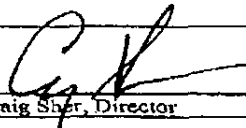
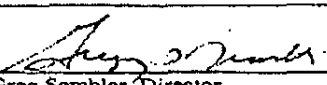
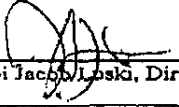

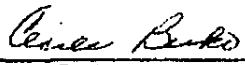
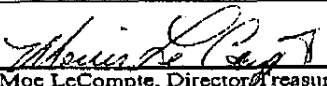
THIRTEENTH: Notwithstanding any historical reference herein, or within other corporate documents of the Corporation, to the Regulatory Agreement, as of November 2012, the Corporation had satisfied all debts, obligations and other obligations contained within the Regulatory Agreement with HUD dated March 23, 1970. As of the effective date of these Amended and Restated Articles, all references to the Regulatory Agreement shall be null and void.

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, we, the undersigned, do subscribe and acknowledge this Certificate of Incorporation and accordingly have hereunto set our hands and seals this 12TH day of ~~November~~, 2012.
December

 Mark Benjamin, Director/President	 Craig Sher, Director	 Greg Sembler, Director
 Rabbi Jacob Loski, Director	 Bill Marger, Director, Vice President, Secretary	 Cecile Berko, Director
 Moris LeCompte, Director/Treasurer		

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**OFFICER'S CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF MENORAH CENTER, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

(DOCUMENT NUMBER 714320)

The undersigned, Mark Benjamin, the President and a Director of Menorah Center, Inc., a Florida not for profit corporation (the "Corporation"), executes this Officer's Certificate (the "Certificate") in connection with the filing of Amended and Restated Articles of Incorporation of the Corporation, and states as follows:

1. Being filed with this Certificate are the Amended and Restated Articles of Incorporation of the Corporation.
2. The Amended and Restated Articles of Incorporation of the Corporation does not contain any amendments requiring member approval, and were duly adopted by the unanimous consent of the Board of Directors of the Corporation on December 12, 2012 at a duly called and convened meeting of the Board of Directors of the Corporation, which consent is sufficient for approval.

IN WITNESS WHEREOF, Mark Benjamin has executed this Certificate on behalf of the Corporation this 23 day of January, 2013.

MENORAH CENTER, INC.,
a Florida not for profit corporation

By: _____


Mark Benjamin, its President

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PHILIP BENJAMIN TOWER/
CORPORATE/ARTICLES AND BYLAWS/
AMENDED AND RESTATED ARTICLES AND BYLAWS (2012)/
OFFICER'S CERTIFICATE 1-23-13.DOC