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attention: Teresa Brown

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GOLDA MEIR/KENT JEWISH CENTER, INC.

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Florida Dept of State



January 7, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GOLDA MEIR/KENT JEWISH CENTER, INC.

2010 GREENBRIAR BOULEVARD

CLEARWATER, FL 33763

SUBJECT: GOLDA MEIR/KENT JEWISH CENTER, INC.

REF: 746704

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

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors. *In preamble*

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) 245-6925.

Teresa Brown
Regulatory Specialist II

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GOLDA MEIR/KENT JEWISH CENTER, INC.**

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The undersigned, as President and Secretary, of Golda Meir/Kent Jewish Center, Inc. do hereby certify that the Amended and Restated Articles provided herein was adopted by the Board of Directors on the 6th day of November, 2007. There being no members entitled to vote on the Amendment.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be GOLDA MEIR/KENT JEWISH CENTER, INC. which is hereinafter referred to as "Corporation."

ARTICLE II

PURPOSE

The objects and purposes of this Corporation shall be to maintain and conduct educational and recreational activities to serve the community of Pinellas County, Florida; to acquire properties and to construct buildings for such purposes; to engage in any and all types of activities not prohibited by law which shall promote and foster better citizenship among its members and which shall promote and foster educational, recreational, physical and social activities of its members and friends and that they may acquire knowledge and understanding of other cultures and languages; to promote and foster mutual understanding and goodwill among persons of all races, creeds, religions and ancestries; to engage in such activities as shall raise the standards of civic morality in community welfare through educational, recreational and social programs; and to disseminate such knowledge as shall be useful for its members in their work and home life as shall make them more proficient in their activities as citizens and residents of the State of Florida.

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Notwithstanding any provision hereof to the contrary, this Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes defined within Section 501(c) (3) of the Internal Revenue Code of 1954, or, the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III

RESTRICTED ACTIVITIES

Notwithstanding any other provision hereof, this Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, or, the corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954, or, the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

MEMBERS

a. Non-Voting Members. This Corporation shall be a membership corporation, and its members shall consist of all such persons who shall: (i) fill out a membership application; (ii) demonstrate support for the purposes of this Corporation; (iii) pay the proper membership fees; and (iv) be approved by a majority of a quorum of the Board of Directors. A person's membership application shall be determined without regard to race, creed, color, sex or religion, but membership shall not be granted to any person who shall not have attained the age of eighteen (18) years at the time of the application for membership. These members shall be nonvoting.

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b. Voting Members. Voting Members will be those Members who sit on the Board of Directors.

ARTICLE V

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

CAPITAL STOCK

The Corporation shall have no capital stock.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Management by Directors. The property and affairs of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including an annual meeting.

Section 2. Current Board of Directors. The names and addresses of the current Board of Directors of the Corporation, who shall hold office until qualified successors are duly elected and have taken office, are as follows:

<u>Name</u>		<u>Address</u>
Todd Siegel	President	10043 Windtree Boulevard, Seminole, FL 33772
David Sadowsky	Treasurer	2552 Knotty Pine Way, Clearwater, FL 33761
Sally Laufer	Secretary	1800 Country Lane, Palm Harbor, FL 334683
Gale Silberman	Vice President, Legal	1201 Willowick Circle, Safety Harbor, FL 34695
Stan Newmark	Vice President, Governance	3151 Oyster Bayou Way Clearwater, FL 33759
Reva Kent	Special Director	3136 Masters Drive, Clearwater, FL 33761
Stephanie Von Harten	Director	2520 Southern Oak Circle, Clearwater, FL 33764

Richard Oremland	Director	27 Hickory Lane, Safety Harbor, FL 34695
Mindy Solomon	Director	1871 Salem Court, Dunedin, FL 34698
Elaine Kaufman	Director	2255 Philippine Drive, #53, Clearwater, FL 33763
Amy O'Rourke	Director	1890 Springwood Circle North, Clearwater, FL 33763
Robert Entel	Director	521 Mandalay Avenue, #902, Clearwater, FL 33767

Section 3. Election of Members of the Board of Directors. Successors for the current Board of Directors of the Corporation shall be elected by the Voting Members as set forth in the By-Laws of the Corporation.

Section 4. Duration of Office. Members elected by the Board of Directors shall hold office for a term of two (2) years. The By-Laws of the Corporation May provide for the method of voting for the removal of a director.

Section 5. Vacancies. If a Director shall for any reason cease to be a Director, the Board of Directors may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VIII

OFFICERS

Section 1. Officers Provided For. The Corporation shall have a President, Vice President, Secretary and Treasurer, and such other Officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The Officers of the Corporation shall be elected by the Board of Directors for a term of two (2) years and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting for the removal of the Officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. Current Officers. The names and addresses of the current Officers of the Corporation, who will hold office until their successors are duly elected, are as follows:

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<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Todd Siegel	10043 Windtree Boulevard, Seminole, FL 33772
Vice President, Legal	Gale Silberman	1201 Willowick Circle, Safety Harbor, FL 34695
Treasurer	David Sadowsky	2552 Knotty Pine Way, Clearwater, FL 33761
Vice President, Governance	Stan Newmark	3151 Oyster Bayou Way Clearwater, FL 33759
Secretary	Sally Laufer	1800 Country Lane, Palm Harbor, FL 334683
Special Director	Reva Kent	3136 Masters Drive, Clearwater, FL 33761

ARTICLE IX

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Amended and Restated Articles of Incorporation. Such By-Laws may be altered, amended or repealed only by the Board of Directors.

ARTICLE X

AMENDMENTS

Amendments to these Amended and Restated Articles of Incorporation may be adopted only by the Board of Directors pursuant to notice of a meeting, whether annual, scheduled or special. Any such amendment must be approved by not less than sixty-six and two-thirds (66 2/3%) percent of those voting at a meeting at which a quorum is present.

ARTICLE XI

SUBSCRIBERS

The names and residence addresses of the subscribers to these Amended and Restated Articles of Incorporation are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Todd Siegel	10043 Windtree Boulevard, Seminole, FL 33772
Treasurer	David Sadowsky	2552 Knotty Pine Way, Clearwater, FL 33761
Secretary	Sally Laufer	1800 Country Lane, Palm Harbor, FL 334683

ARTICLE XII

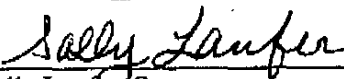
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Jewish Federation of Pinellas County, Inc., if it shall be at such time an organization qualified for exemption under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). If it is not so qualified, then any remaining assets shall be distributed to organizations which are so qualified, 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 Corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 6th day of November, 2007.


Todd Siegel, President


David Sadowsky, Treasurer


Sally Laufer, Secretary

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STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6th day of November, 2007, by Tooo Siegel, David Sadowsky, Sally Laufer



Della L. Divine
Notary Public

My Commission Expires:

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