

ND4000009705

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
TEMPLE KOL AMI EMANU-EL FOUNDATION, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TEMPLE KOL AMI EMANU-EL FOUNDATION, INC.**

The undersigned, desiring to Amend and Restate the Articles of Incorporation for Temple Kol Ami Emanu-El Foundation, Inc., originally incorporated on October 13, 2004, under Document No. N0400009705, pursuant to Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby certify as follows:

There being no Members of the Corporation, the Amended and Restated Articles of Incorporation for Temple Kol Ami Emanu-El Foundation, Inc., were unanimously approved by all the Board of Directors on April 21st 2017.

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

ARTICLE I. CORPORATE NAME

The name of the corporation is TEMPLE KOL AMI EMANU-EL FOUNDATION, INC. (hereinafter the "Foundation").

ARTICLE II. ADDRESS

The mailing address and principal office of the Foundation is 8200 Peters Road, Plantation, Florida 33324.

ARTICLE III. PURPOSE

The Foundation is organized and shall be operated exclusively for the benefit of Temple Kol Ami Emanu-El, Inc. (Hereinafter referred to as "Temple"), its subsidiaries and wholly owned entities, so long as the organization is operated exclusively for charitable, educational or religious purposes by conducting or supporting activities for the benefit of or carrying out the
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purposes of the Temple so long as it qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding section of any future Code.

Solely for the above purposes, the Foundation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereof, the power to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes. In addition to the above, the Foundation is empowered to create wholly owned subsidiary entities for the purpose of holding title to real property and has the authority to sell and convey property for purposes of reinvesting the proceeds in other productive assets.

ARTICLE IV. EARNINGS AND ACTIVITIES

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to the Foundation's directors, officers or private individuals, but the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No director or officer, however, shall be entitled to compensation for services rendered. All distributions by the Foundation must be in accordance with the Foundation's exempt purpose and must be to the Temple. It is intended that the directors of the Foundation shall endeavor to maintain a close working relationship with the board of directors of the Temple and that the distributions to the Temple be sufficient to ensure the attentiveness of the Temple to the operations of the Foundation in accordance with the distributions set forth

herein. All funds distributed in accordance with the Foundation's exempt purpose in accordance with Article III above shall be for whatever programs, capital improvements and needs are in accordance with Article III above, as determined by the Board of Directors of the Foundation, subject to any restrictions or special requirements set forth in these Articles. The directors shall provide an annual Distribution Amount to the Temple and the Foundation shall distribute a minimum equal to the calculation as set forth and more fully described on Exhibit A, attached hereto and made apart hereof. In addition to the annual Distribution Amount set forth on Exhibit A, the Foundation Board is cognizant that there may come a time when ~~it is anticipated~~ that the Temple might experience an emergency need for operating or capital funds which is not a budgeted expense and was unanticipated by the Temple. If a dire need should occur for the Temple, and the Temple has exhausted all other efforts to remedy the situation, and has requested that the Foundation provide financial assistance, and after the Temple President or his or her delegated assignee has requested the Chair or President of the Foundation Board of Directors call a special meeting to discuss and vote on the dire needs matter (which the Foundation Chair/President will be required to oblige), then the Foundation may provide for a dire needs contribution to the Temple. Such a dire needs contribution to the Temple will require a two-thirds (2/3) majority vote of the voting Directors of the Foundation's Board of Directors. Contributions for dire needs may be in the form of a gift or a loan, as determined by the Foundation Board of Directors in consultation with the Temple President or his or her assignee.

ARTICLE V. TAX EXEMPTION

It is intended that the Foundation 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. These Articles shall be construed accordingly, and all powers and activities of the Foundation shall be limited accordingly. The Foundation 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 Foundation 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. The Foundation's activities must be to assist in the functions of and carrying out the purposes of the Temple.

ARTICLE VI. BOARD OF DIRECTORS

The Directors shall be such persons who from time to time meet the qualifications provided in this Article VI. The Foundation shall always have a minimum of three (3) voting directors (which may be increased by the then voting directors but not more than fifteen voting directors) and may not have more than two (2) ex-officio non-voting directors. Each voting director shall be entitled to one vote upon any matter properly submitted to the directors for their vote. One (1) of the voting directors shall be elected as the chairperson. Ex-officio directors shall always be non-voting and must be (except as set forth below) the Senior Rabbi, while employed by Temple. There shall always be at least one (1) ex-officio non-voting director. The respective current Voting Directors and their mailing addresses are:

1. Minette Brown, Voting Director; 8200 Peters Road, Plantation, Florida 33324
2. Richard Lundy, Voting Director; 8200 Peters Road, Plantation, Florida 33324
3. Stanley Goodman, Voting Director; 8200 Peters Road, Plantation, Florida 33324

4. Lee Hagar, Voting Director; 8200 Peters Road, Plantation, Florida 33324
5. Gerry Damsky, Voting Director; 8200 Peters Road, Plantation, Florida 33324
6. Saul Kravec, Voting Director; 8200 Peters Road, Plantation, Florida 33324

At least two (2) of the voting directors shall be members of the Temple who are not currently on the Board of Directors of the Temple as a nominated and elected Director.

In addition, two (2) of the voting directors shall be members of the Temple who are past presidents of either Temple Emanu-El of Greater Fort Lauderdale, Inc., or Temple Kol Ami, Inc., or the Temple (which past presidents shall not be a member of the executive board of the Temple).

The Ex-Officio Directors are currently Rabbi Howard Needleman, the Senior Rabbi of the Temple, and Karen Shiekman, as President of the Temple. In the event the Senior Rabbi of the Temple is unable or unwilling to serve as an Ex-Officio Director, then the executive board of the Temple shall appoint a successor Ex-Officio Director, who shall be any other Rabbi or senior clergy of the Temple.

The initial voting directors and all future voting directors shall be known as "voting directors," the initial ex-officio directors and all future ex-officio directors shall be known as "ex officio directors," and all current and future voting directors and ex-officio directors together shall be referred to as the "directors."

All voting directors and the chairperson shall be nominated by the board of directors of the Foundation. Directors' terms shall be staggered until removed or replaced by a vote of the board of directors of the Foundation. A vacancy among any director shall be filled by a majority vote of the board of directors of the Foundation. The Board of Directors of the Temple shall

ratify the nominations and elections on the Board of Directors for the Foundation, but such ratification shall not be unreasonably withheld.

ARTICLE VII. AMENDMENTS

The affirmative vote of eighty (80%) percent of all voting Directors of the Foundation, and an eighty (80%) percent vote of the Board of Directors of the Temple, and an eighty (80%) percent vote of the Congregation of the Temple shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Foundation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Foundation;
or
- (iii) Repeal, modification or amendment, in whole or in part, or any additions to the Articles of Incorporation or by-laws of the Foundation or adoption of new Articles of Incorporation or by-laws which change or modify the procedure in which distribution of funds may be made from the Foundation or encumbering the Foundation funds, if those distributions or actions are different from the procedures as set forth herein.

Any other modifications, amendments or changes to the Articles of Incorporation or by-laws of the Foundation, except as set forth above, shall only require the affirmative vote of eighty (80%) percent of all voting Directors of the Foundation and eighty (80%) percent of the Temple Board of Directors.

The notice of the meeting, at which any such action is to be considered, shall set forth the subject of the action or actions to be approved. The quorum requirement of fifty (50%) of the voting directors plus one (1) shall apply to any meetings.

Except as specifically provided herein, the affirmative vote of a majority of all voting directors, present at a meeting or the majority of all voting directors if no meeting is called shall be required for the authorization or taking of any action by the directors.

ARTICLES VIII. SEPARATE PHILANTHROPIC FUNDS

The Foundation shall be authorized to establish one or more separate philanthropic funds for contributions received by it from third parties after the date hereof. In carrying out this authority, the Foundation's board of directors shall have the following powers:

- (a) to determine the dollar amount necessary to establish a separate philanthropic fund;
- (b) to determine, whether for investment purposes, to commingle the contributions constituting the philanthropic funds with the other assets of the Foundation, or to maintain those contributions separate from the Foundation's other assets;
- (c) to determine whether one or more persons associated with a separate philanthropic fund should act in an advisory capacity to the Foundation's board of directors;
- (d) to determine what portion of the assets of each philanthropic fund should be distributed to the Temple, and how often such distributions should occur;
- (e) to name each separate philanthropic fund, which name may include the name of more or more individuals providing the assets for the fund; and

(f) such additional powers as are necessary or appropriate to allow the Foundation to accomplish the purposes of this Article.

The assets of the separate philanthropic funds shall not be taken into account (1) in determining the annual amounts payable to the Temple as set forth herein; (2) in determining the amount of the Foundation's assets that may be pledged to secure a loan to the Temple; or (3) in determining the amount of the Foundation's assets subject to distribution to the Temple by the exercise of its right of invasion.

Notwithstanding anything set forth in these Articles of Incorporation and any by-laws of this Foundation which may hereafter exist, the provisions of this Article shall supersede any conflicting provisions and shall be considered as distinct and separate from the rules otherwise established related to investments, distributions, Board of Director membership, and voting.

ARTICLE IX. REGISTERED AGENT

The registered agent and registered agent mailing address of the Foundation is: 200 E. Broward Boulevard, Suite 1800, Fort Lauderdale, Florida 33301, and its incorporator and initial registered agent at that address is Alan B. Cohn.

ARTICLE X. MEMBERS

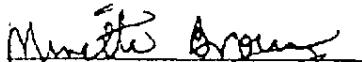
There will not be any members of the Foundation.

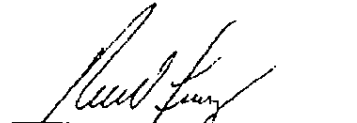
ARTICLE XI. DISSOLUTION

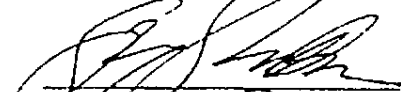
In the event the Temple shall cease to exist for any purpose or should no longer be a qualified organization, as defined herein, then the Foundation shall be organized and shall operate exclusively for the benefit of any other qualified organization which is operated for

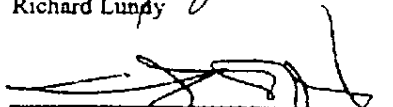
similar purposes and conducts or supports similar activities as the Temple. If the Foundation shall be dissolved, then its assets shall be distributed to the Temple, if it is a qualified organization, or if not, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all assets of the Foundation to any exempt organization(s) under Section 501(c)(3) of the Code, or the corresponding section of any future Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 Code.

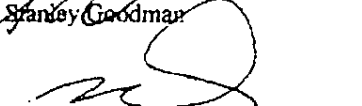
IN WITNESS WHEREOF, the undersigned Directors have subscribed their names as of the 31 day of October, 2017.


 Minette Brown


 Richard Lundy


 Stanley Goodman

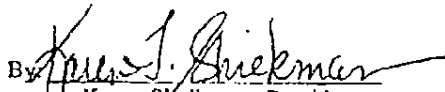

 Lee Hagar


 Gerry Damsky


 Saul Kravec

AFFIRMED AND ADOPTED BY:

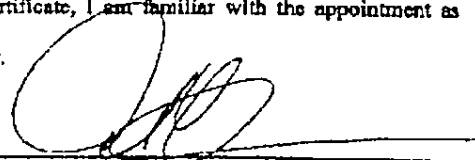
Temple Kol Ami Emanu-El, Inc.

By 
 Karen Sheikman, President

REGISTERED AGENT

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.



ALAN B. COHN, Registered Agent
200 E. Broward Boulevard, Suite 1800
Fort Lauderdale, Florida 33301

EXHIBIT A

CALCULATION of EARNINGS:

It will be calculated on a fiscal year basis, as an example:

- 1. The Foundation fiscal year is 5/31
- 2. Budget committee of the Temple meets early in the year (to work on the budget for the following year). The Foundation will have a distribution number available for them.

Part 1:

Take the Market Value of the Investment Fund (that which is made up of non-specifically designated donations (i.e. *Vanguard 500 Index Fund, Admiral Shares*) (the "Fund") on May 31st for the prior year PLUS the Value on May 31st for the current year, DIVIDED BY 2. Then we take 5% of that number. For purposes of this example, the actual numbers were \$187,046 + \$330,910 = \$517,956 +2 X 5% = \$12,949.

Part 2:

Add the Income of the Foundation, which for this purpose, includes only the following items (these were the actual amounts):

1. Dividends of the Fund	\$ 3,681
2. Capital Gains of the Fund	0
3. Interest from the Temple Note	36,686
4. Increase (decrease) in the Market Value of the Fund	(3,784)

Subtract: any distributions to the Temple, made within the same fiscal year (~~other than one for Dire need as discussed below~~) (12,949)

\$23,634

The distribution available to the Temple is the lower of Part 1 or 2..... \$12,949

Initial of all Directors: SK GD