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FOR AMND/RESTATE/CORRECT OR O/D RESIGN

BROWARD FOUNDATION FOR JEWISH EDUCATION, INC.

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Amend / Restated / CUS
@ 2.17.06



February 15, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations
BROWARD FOUNDATION FOR JEWISH EDUCATION, INC.
5890 SOUTH PINE ISLAND ROAD
DAVIE, FL 33328

SUBJECT: BROWARD FOUNDATION FOR JEWISH EDUCATION, INC.
REF: N0500D006999

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 date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR 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.

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Irene Albritton
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROWARD FOUNDATION FOR JEWISH EDUCATION, INC.**

Broward Foundation for Jewish Education, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on July 8, 2005 and assigned Document No. N05000006999.

These Amended and Restated Articles of Incorporation were adopted on November 3, 2005 at a meeting of the Board of Directors by a majority vote of the directors to amend the Articles of Incorporation, as set forth in the By-Laws. The number of votes cast for the Amendment was sufficient for approval. There are no other members entitled to vote on the proposed amendment.

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

FIRST: The name of the Corporation is BROWARD FOUNDATION FOR JEWISH EDUCATION, INC., (hereinafter the "Corporation").

SECOND: The mailing address and principal office of the Corporation is 5890 South Pine Island Road, Davie, Florida 33328.

THIRD: The registered office of the Corporation is 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309 and its registered agent at that address is Alan B. Cohn.

FOURTH: The Corporation is organized and shall be operated exclusively for the benefit of The Rose and Jack Orloff Central Agency for Jewish Education of Broward County, Inc., its subsidiaries and wholly owned entities (hereinafter referred to as "ORLOFF CAJE"). As long as ORLOFF CAJE is operated exclusively for charitable,

educational or religious purposes, the Corporation shall conduct or support activities for the benefit of or carry out the purposes of ORLOFF CAJE. In the event ORLOFF CAJE should cease to exist for any reason or shall no longer be a qualified organization as defined below, then the Corporation shall be organized and shall be operated exclusively for the benefit of any other qualified organization which is operated for similar purposes and conducts or supports similar activities as ORLOFF CAJE, or if none, then the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding Section of any future tax 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 Internal Revenue Code of 1986, as amended, or any successor version of the Internal Revenue Code (hereinafter the "Code").

Solely for the above purposes, the Corporation 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 thereon, 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 Corporation 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.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers or private individuals, but the Corporation 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 FOURTH hereof. No

director or officer, however, shall be entitled to compensation for services rendered. All distributions by the Corporation must be in accordance with the Corporation's exempt purpose and must be to ORLOFF CAJE. It is intended that the distributions to ORLOFF CAJE be sufficient to ensure the attentiveness of ORLOFF CAJE to the operations of the Corporation. All funds distributed in accordance with the Corporation's exempt purpose in accordance with Article FOURTH above shall be for whatever programs, capital improvements and needs are in accordance with Article FOURTH above, as determined by the Board of Directors of the Corporation.

SIXTH: It is intended that the Corporation 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 Corporation shall be limited accordingly. The Corporation 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 Corporation 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 Corporation's activities must be to assist in the functions of or carry out the purposes of ORLOFF CAJE.

SEVENTH: The Directors shall be such persons who from time to time meet the qualifications provided in this Article SEVENTH. There shall initially be seven (7) Directors. However, the Corporation shall never have more than fifteen (15) Directors nor less than five (5) Directors. Each Director shall be entitled to one (1) vote upon any matter properly submitted to the Directors for their vote. The initial Directors and their respective addresses are:

Charlotte Baker, 3821 Environ Boulevard, Lauderhill, FL 33319

Alan B. Cohn, 100 W. Cypress Creek Road, Ft. Lauderdale, FL 33309
Mara Goldenberg, 3510 North 55 Avenue, Hollywood, FL 33021
Maurice Goldstein, 12655 Eagle Trace Boulevard W, Coral Springs, FL 33071
Cookie Gruber, 5031 North 36 Street, Hollywood, FL 33021
Tova Sher, 21150 Point Place, No. 505, Aventura, FL 33180
Herbert Yevelson, 2213 NE 17 Court, Ft. Lauderdale, FL 33305

The Directors shall be selected by ORLOFF CAJE. All Directors shall serve a three (3)-year term limit. Notwithstanding the preceding sentence, two (2) of the initial serving Directors shall be designated to have a one (1) year term limit, two (2) of the initial serving Directors shall be designated to have a two (2) year term limit, and three (3) of the initial serving Directors shall be designated to have a three (3) year term limit. All subsequently appointed Directors shall have a three (3) year term.

A vacancy among any Directors shall be filled by a majority vote of the then Board of Directors of ORLOFF CAJE. Any Director may be removed with or without cause by a majority vote of the then Board of Directors of ORLOFF CAJE.

The number of Directors may be decreased or increased but not less than or more than the limit set forth above in this Article SEVENTH. Notwithstanding anything contained herein to the contrary, at least one-fourth (1/4) of all Directors must also be currently serving Directors of ORLOFF CAJE. It is the intent that the Directors of the Corporation shall endeavor to maintain a close and working relationship with the Board of Directors of ORLOFF CAJE. The Directors shall elect from among themselves a chairperson, vice president, secretary, and treasurer.

EIGHTH: The affirmative vote of two-thirds (2/3) of all of the Directors, combined with a majority vote of the Board of Directors of ORLOFF CAJE, shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;


- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.

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.

NINTH: Except as provided in Article EIGHTH the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

TENTH: There will not be any members of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Fort Lauderdale, Florida, this 14th day of February 2006.


A handwritten signature in black ink, appearing to read 'Alan B. Cohn', is written over a horizontal line.

ALAN B. COHN, ESQ.

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for BROWARD FOUNDATION FOR JEWISH EDUCATION, INC., at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: February 14, 2006



ALAN B. COHN, ESQ.