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CHABAD LUBAVITCH OF SOUTH TAMPA INC.**

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**ARTICLES OF AMENDMENT AND  
RESTATED ARTICLES OF INCORPORATION  
OF  
CHABAD LUBAVITCH OF SOUTH TAMPA INC.**

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These Articles of Amendment and Restated Articles of Incorporation of **CHABAD LUBAVITCH OF SOUTH TAMPA INC.**, a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, *Florida Statutes*, as amended.

**FIRST:** The name of the corporation is **CHABAD LUBAVITCH OF SOUTH TAMPA INC.** The Corporation's document number is N07000011949. The Corporation's Articles of Incorporation were originally filed on December 14, 2007.

**SECOND:** Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation. Obsolete matters and matters of only historical interest have been omitted. All amendments included in these Amended and Restated Articles of Incorporation have been adopted in accordance with Section 617.1002, *Florida Statutes*.

**THIRD:** The amendments contained in the attached Amended and Restated Articles of Incorporation and the restatement of the Articles of Incorporation were duly adopted by the Board of Directors (the "Directors") and by the Members (the "Members") by written consent of the Directors and Members, dated October 26, 2016, upon the unanimous vote of the Directors then in office and the Members in accordance with the Bylaws of the Corporation and Sections 617.1002 and 617.1007, *Florida Statutes*. The votes, being unanimous, was sufficient for approval.

**FOURTH:** The Amended and Restated Articles of Incorporation set forth below shall be effective as of the date filed.

\*\*\*\*\*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**of**

**CHABAD LUBAVITCH OF SOUTH TAMPA INC.**

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**CHABAD LUBAVITCH OF SOUTH TAMPA INC.**  
**Amended and Restated Articles of Incorporation**

**ARTICLE I**

The name of the Corporation is **CHABAD LUBAVITCH OF SOUTH TAMPA INC.**

**ARTICLE II**

**Purposes and Powers**

**SECTION 1. Purposes.** The purposes for which the Corporation is formed are exclusively religious, charitable, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws") and the purposes of the Corporation are limited exclusively to the said charitable purposes set forth below. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for such charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for such charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for such charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of such charitable purposes.

The primary purpose of this Corporation is to do all acts and things requisite, necessary, proper, and desirable to carry out and further the objectives for which the Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, as amended, subject however to the requirements of any other applicable law and the other limitations provided in these Articles of Incorporation, or in the Corporation's Bylaws.

Furthermore, the purposes for which the Corporation is organized are to engage in philanthropic activities including, without limitation, the following:

To provide a place of prayer in South Tampa, based on Jewish Chabad ideals and to conduct religious, educational and social activities in connection with the observance of Jewish holidays and tradition.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. However, this provision shall not prohibit the Corporation or its staff from drafting legislation, testifying before legislative committees or issuing general public appeals for the passage of laws in the public interest. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal

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**CHABAD LUBAVITCH OF SOUTH TAMPA INC.**  
**Amended and Restated Articles of Incorporation**

income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

**SECTION 2. Powers.** The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0835 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

**ARTICLE III**  
**Members**

The Corporation shall be organized on a non-stock basis. Admission of members shall be governed by the Bylaws. Members shall be either natural persons over the age of eighteen years, corporations or trusts, as provided by the Bylaws and are qualified as exclusively charitable and educational consistent with Articles III and XIV of these Articles. The initial members are:

| <b>Name</b>           | <b>Address</b>  |
|-----------------------|---|
| Menachem M. Dubrowski | 202 S. Audubon Ave #1<br>Tampa, FL 33609                    |
| Mordechai Y. Dinerman | 742 Montgomery St., Fl<br>Brooklyn, NY 11213                |
| Shlomo A. Landa       | 36 Wynnwood Dr.<br>Fairfield, CT 06830                      |
| Levi Y. Tennenhaus    | 1745 E. Hallandale Blvd #606,<br>Hallandale Beach, FL 33009 |
| Aharon D. Backman     | 4506 Sweetwater Lake Drive<br>Tampa, FL 33613               |

**ARTICLE IV**  
**Board of Directors**

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The board of

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**CHABAD LUBAVITCH OF SOUTH TAMPA INC.**  
**Amended and Restated Articles of Incorporation**

directors shall be selected by each Member (as hereinafter defined) on an annual basis and there shall be an equal number of board members selected from each Member. The names and addresses of the persons who shall serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected are:

| <u>Name</u>           | <u>Address</u>   |
|-----------------------|--|
| Menachem M. Dubrowski | c/o Chabad Lubavitch of South Tampa Inc.<br>2511 W Swann Ave., Tampa, FL 33609 |
| Mordechai Y. Dinerman | c/o Chabad Lubavitch of South Tampa Inc.<br>2511 W Swann Ave., Tampa, FL 33609 |
| Shlomo A. Landa       | c/o Chabad Lubavitch of South Tampa Inc.<br>2511 W Swann Ave., Tampa, FL 33609 |
| Levi Y. Tennenhaus    | c/o Chabad Lubavitch of South Tampa Inc.<br>2511 W Swann Ave., Tampa, FL 33609 |
| Aharon D. Backman     | c/o Chabad Lubavitch of South Tampa Inc.<br>2511 W Swann Ave., Tampa, FL 33609 |

**ARTICLE V**  
**Officers**

The officers of the Corporation shall be a Chair, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

| <u>Name</u>           | <u>Title</u>                 |
|-----------------------|------------------------------|
| Menachem M. Dubrowski | President/Executive Director |
| Mordechai Y. Dinerman | Vice President               |
| Shlomo A. Landa       | Secretary                    |
| Levi Y. Tennenhaus    | Vice President               |
| Aharon D. Backman     | Treasurer                    |

**ARTICLE VI**  
**Bylaws**

Section 1. The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**CHABAD LUBAVITCH OF SOUTH TAMPA INC.**  
**Amended and Restated Articles of Incorporation**

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors, the officers and the members, standing committees, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

**ARTICLE VII**  
**Amendment**

These Articles of Incorporation may be amended by a majority vote of the members present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

**ARTICLE VIII**  
**Limitation on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its directors, members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article III hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, directors or officers.

**ARTICLE IX**  
**No Personal Liability**

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall

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**CHABAD LUBAVITCH OF SOUTH TAMPA INC.**  
***Amended and Restated Articles of Incorporation***

indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

**ARTICLE X**  
**Dissolution**

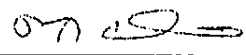
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution to an organization qualifying for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto), or as otherwise provided in the Bylaws.

**ARTICLE XI**  
**Term of Existence**

The Corporation shall have perpetual existence.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Articles of Amendment this 7 day of October, 2016.

**CHABAD LUBAVITCH OF SOUTH TAMPA INC.**

By:   
Name: Menachem M. Dubowski  
Title: President