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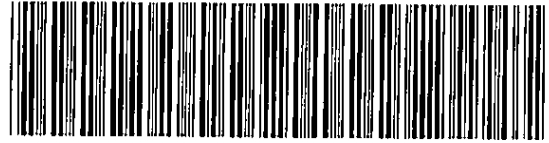
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Amended
&
Restated



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 11, 2019

FLORIDA FILING & SEARCH SERVICES, INC.
YAD DOVID, INC.

SUBJECT: YAD DOVID, INC.
Ref. Number: N08000002393

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

THE PRINTOUT ATTACHED SHOWS THAT ONLY ONE (1) AMENDMENT HAS BEEN FILED WITH THE SECRETARY OF STATE'S OFFICE.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 819A00018702

please keep original file date
Thank you!

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 9/10/19

NAME: YAD DOVID, INC.

TYPE OF FILING: AMENDED AND RESTATED ARTICLES

COST: 35.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A. Hodge

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

YAD DOVID, INC.
(A Florida not-for-profit corporation)

2019 SEP 10 AM 9:33

FILED

Pursuant to the provisions of Florida Statute, Section 617.1007, Yad Dovid, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida, hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I
NAME

The name of this corporation shall be Yad Dovid, Inc. (hereinafter the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 19559 N.E. 10th Avenue, North Miami Beach, FL 33179.

ARTICLE III
PURPOSES

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, the provision of educational and religious services and for the purposes of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Code of 1986, as amended, including without limitation:

- a. To ensure that non-profit Jewish day schools and yeshivot are safe and secure for students, teachers and staff;
- b. To assist needy members of the orthodox Jewish community in meeting their mental health and personal financial needs. Special emphasis is placed on assisting educators in these areas; and

c. To facilitate and provide legally-authorized scholarships to students so families can choose the school that best fits each child's needs.

ARTICLE IV **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 19559 N.E. 10th Avenue, North Miami Beach, FL 33179; and the name of the Corporation's registered agent at that address is Steven Jeger. The registered office or the registered agent may be changed in the manner set forth in the Bylaws of the Corporation.

ARTICLE V **BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors in accordance with the Bylaws. The number, manner of election or appointment, qualifications, powers, rights and duties of the Board of Directors may be established and modified from time to time in accordance with the Bylaws of the Corporation, but in no event shall the number of directors be fewer than three (3). The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who will serve as the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Allan I. Jacob ✓	19559 N.E. 10 th Avenue North Miami Beach, FL 33179
Yechiel Biberfeld X	19559 N.E. 10 th Avenue North Miami Beach, FL 33179
Steven Jeger ✓	19559 N.E. 10 th Avenue North Miami Beach, FL 33179
Sandra Jacob X	19559 N.E. 10 th Avenue North Miami Beach, FL 33179
Danny Jacob ✓	19559 N.E. 10 th Avenue North Miami Beach, FL 33179
Steven Jacoby X	19559 N.E. 10 th Avenue North Miami Beach, FL 33179
Daniel Adler X	19559 N.E. 10 th Avenue North Miami Beach, FL 33179

A director shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except as limited by Florida law.

ARTICLE VI **OFFICERS**

This corporation shall have the following officers:

PRESIDENT:

Allan Jacob, 19559 NE 10th Avenue, North Miami Beach, FL 33179

SECRETARY/TREASURER:

Syril Salzman, 19559 NE 10th Avenue, North Miami Beach, FL 33179

ARTICLE VII **AMENDMENTS**

Any amendment to these Amended and Restated Articles of Incorporation may be adopted only with the consent of a majority of all members of the Board of Directors.

ARTICLE VIII **DURATION OF CORPORATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IX **DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed by the Board of Directors to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws or to any government entity, as determined by the Board of Directors.

ARTICLE X **RESTRICTIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation or any other private person except that the Corporation shall be authorized to pay reasonable compensation for services. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, as amended, or corresponding sections of any future federal tax code.

C. In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509 (a) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code, then in that event, the Corporation:

- a. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code; and
- b. Shall not (I) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (II) retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code; (III) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding sections, of any future federal tax code; or (IV) make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax codes.

These Amended and Restated Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida.

ARTICLE XI **ADOPTION OF AMENDMENT**

There are no members entitled to vote on this Amended and Restated Articles and the Board of Directors of the Company adopted this amendment by unanimous written consent on August 22, 2019.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation on this 12 day of September, 2019.

YAD DOVID, INC.,
a Florida not-for-profit corporation

By: _____

Allen Jacob

Title: _____

CHAIRMAN