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Florida Department of State
Division of Corporations
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JEWISH BURIAL SOCIETY OF PINELLAS COUNTY, INC.**

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Art.

FROM FOLEY & LARDNER

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February 18, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

JEWISH BURIAL SOCIETY OF PINELLAS COUNTY, INC.
200 CENTRAL AVENUE
SUITE 1600
ST. PETERSBURG, FL 33701

SUBJECT: JEWISH BURIAL SOCIETY OF PINELLAS COUNTY, INC.
REF: N1000009910

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.

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The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Darlene Connell
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JEWISH BURIAL SOCIETY OF PINELLAS COUNTY, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit, hereby adopts the following Amended and Restated Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

Article 1.

Name

The name of this corporation is:

JEWISH BURIAL SOCIETY OF PINELLAS COUNTY, INC.

Article 2

Corporate Purposes

1. The Corporation is organized as a not-for-profit corporation.
2. The Corporation is organized and shall be operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Code"). In furtherance of such purposes, the specific purposes of the Corporation shall be to provide burial services in accordance with the basic tenets and beliefs of the Jewish religion regarding burial, to provide burial services at no cost or reduced cost to indigent individuals as determined by the Board of Directors, to preserve and perpetuate traditional Jewish customs and obligations regarding the burial of the dead, and to protect, restore and preserve the monuments, markers and other structures located on the grounds of Chapel Hill Memorial Park Cemetery. The Corporation shall operate for the benefit of, to perform the functions of, or to carry out the purposes of Congregation B'nai Israel of St. Petersburg, Inc., and Temple Beth-El of St. Petersburg, Incorporated as supported organizations described in Section 501(c)(3) and in Section 509(a)(1) or (2) of the Code; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.
3. This Corporation shall not operate for any purpose other than for its exempt purpose. Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.
4. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes.
5. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in

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CLERK OF COUNTY OF PINELLAS

opposition to any candidate for public office.

6. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:
 - (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
 - (b) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, or to a governmental unit referred to in Section 170(c)(1) of the Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article 2, Section 6. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Code, or to a governmental unit referred to in Section 170(c)(1) of the Code exclusively for public purposes, as such court shall determine.

Article 3

Registered Office and Agent

The street address of the registered office of this Corporation is

2210 Pelham Road North
St. Petersburg, FL 33710

The name of the registered agent of this Corporation at that address is: **David L. Robbins.**

Article 4

Principal Office

The principal office of the Corporation is:

200 Central Avenue, Suite 1600
St. Petersburg, FL 33701

Article 5

Mailing Address

The mailing address of the Corporation is:

c/o Howard Miller
200 Central Avenue, Suite 1600
St. Petersburg, FL 33701

Article 6

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) individuals. The members of the Board of Directors shall be appointed in the manner described herein and in the Corporation's Bylaws. Congregation B'nai Israel of St. Petersburg, Inc. and Temple Beth-El of St. Petersburg, Florida, Incorporated shall appoint a majority of the directors serving on the Board of Directors at any given time. For every one director appointed by Temple Beth-El of St. Petersburg, Florida, Incorporated., Congregation B'nai Israel of St. Petersburg, Inc. shall have the right to appoint two directors. The Corporation shall initially have six (6) directors; provided, however, that the Board of Directors may, by a majority vote, increase or decrease (to no fewer than three (3)) the total number of members on the Board of Directors. The individuals who shall serve as the members of the initial Board of Directors until their successors in office are duly elected or appointed and qualify are: (a) as appointed by Temple Beth-El of St. Petersburg, Florida, Incorporated: Howard S. Miller and Doug Negretti; and (b) as appointed by Congregation B'nai Israel: David Halprin, David L. Robbins, Gregory Sembler and Michael Slomka, M.D. Their respective successors in office shall be elected or appointed in the manner and for the terms provided for in the Corporation's Bylaws.

Article 7

Incorporator

The name and address of the incorporator is:

Howard S. Miller
200 Central Avenue, Suite 1600
St. Petersburg, FL 33701

Article 8

Bylaws

The Bylaws of the Corporation shall be adopted by the Corporation's directors. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. The Bylaws of this Corporation may be amended as set forth in the Bylaws. However, no provisions of the Bylaws at any time in effect, and no amendment to these Articles of Incorporation, shall have the effect of giving any director or officer of this Corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

- The restatement contains amendments requiring member approval and was adopted by the members and the number of votes cast for the amendments was sufficient for approval.
- The restatement was adopted by the board of directors on February 15, 2011 and does not contain any amendments requiring member approval.

Article 9

Amendment of Articles of Incorporation

The Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and subject to any limitations in the Corporation's Bylaws.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed.

Howard Miller
NAME: *Howard Miller*
TITLE: Secretary and Director

JEWISH BURIAL SOCIETY OF PINELLAS COUNTY, INC.

Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for the **Jewish Burial Society of Pinellas County, Inc.**, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



DAVID L. ROBBINS
Registered Agent