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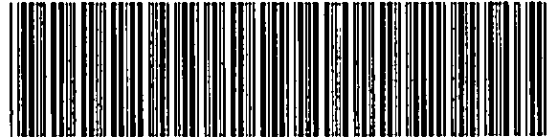
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OF COUNSEL:

TRACY WILSON UPCHURCH

FRANK D. UPCHURCH, SR.
(1894-1986)

HAMILTON D. UPCHURCH
(1925-2008)

FRANK D. UPCHURCH, JR.
(1922-2012)

March 28, 2018

VIA FEDERAL EXPRESS DELIVERY

Tracking No. 7718 5645 9834

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Filing of Amended and Restated Articles of Incorporation
Document No. N1300000248
First Congregation of the Sons of Israel Cemetery Corporation
n/k/a First Congregation of the Sons of Israel Cemetery Association, Inc.

Dear Clerk:

Enclosed please find the Amended and Restated Articles of Incorporation to be filed for the above-referenced not for profit corporation. I have included a check in the amount of \$43.75 to cover the filing fee and certificate of status, together with a self-addressed, postage paid envelope for your convenience in sending us the certificate.

Please do not hesitate to contact me if you have any questions regarding this transaction. You may reach me by phone at (904) 829-9066, or by email at cindy@ubulaw.com.

Thank you very much for your assistance.

Sincerely,



Cindy Strickland
Assisting Frank D. Upchurch III

/cs
Enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**FIRST CONGREGATION OF THE SONS OF ISRAEL
CEMETERY ASSOCIATION, INC.**

Pursuant to Section 617.1006, this Florida not-for-profit corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is FIRST CONGREGATION OF THE SONS OF ISRAEL CEMETERY ASSOCIATION, INC. ("Association").

ARTICLE II

Principal Office

The street address and mailing address of the principal office of the Association is 161 Cordova Street, St. Augustine, Florida 32084.

ARTICLE III

Nature of Business

The sole purpose for which the Association is organized is to own, operate and maintain The Sons of Israel Cemetery ("Cemetery") in St. Augustine, Florida as a non-profit cemetery for members of The First Congregation of the Sons of Israel, Inc. ("Congregation"), a Conservative Egalitarian congregation and for other members of the Jewish faith. More particularly:

A. The Association is formed to operate exclusively as a not for profit cemetery company qualifying as an exempt organization under Section 501(c)(13) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (hereinafter the "Code"). Its purpose shall be to own, operate and maintain the Cemetery.

B. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. The Association shall not engage in any activity which is not in furtherance of Section 501(c)(13) of the Code.

D. The Association's operating and earnings shall be dedicated to the operation, maintenance and improvement of The Sons of Israel Cemetery, and shall not inure to the benefit of any private individual, nor to the benefit of the Congregation during the time that both corporations shall co-exist.

E. The Association shall not be authorized to issue stock or to pay dividends.

F. The Association may adopt rules allowing areas of the Cemetery to be designated for the interment of spouses and family of members of the Congregation 1) who themselves were not members of the Congregation, and 2) for members of the Jewish faith who were not members of the Congregation.

ARTICLE IV
Term of Existence

The Association shall have perpetual existence.

ARTICLE V
Membership

The Association shall have a membership open to members in good standing of the Congregation. The manner of the members' admission, their voting and other rights of membership, their liability for dues and assessments, and the method of collection thereof shall be as set forth in the By-Laws.

ARTICLE VI
Board of Directors

The powers of the Association shall be exercised, its property controlled and its affairs managed by a Board of Directors (the "Board of Directors"). There shall be five (5) directors, including Barry B. Broudy, President Cemetery Association, and Leslie Stern, Secretary Cemetery Association, who shall serve so long as they are members in good standing of the Congregation and competent to serve. Their replacements and the other Directors shall be elected by the members as provided in the By-Laws.

ARTICLE VII
No Financial Benefits to Directors or Members

The property of the Association is irrevocably dedicated to charitable purposes and no part of the net earnings, properties or assets of the Association, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the

Association, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VIII

Dissolution

While it is intended that the Cemetery Association shall have perpetual existence, should it become necessary to dissolve or wind up its affairs, its assets remaining after payment, or provision for payment of all debts and liabilities of the Association shall revert to the Congregation, or, if the Congregation should not be in existence, shall be distributed to an organization which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3), restricted to an operating Jewish synagogue or a recognized Jewish charitable organization.

ARTICLE IX

Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any member of the Association. The Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of the two-thirds (2/3) of the members present at such meeting. However, the unanimous vote of the Board of Directors and the membership present at such meeting shall be required to amend Article III A. specifying that the purpose of the Association shall be to own, operate and maintain the Cemetery.

ARTICLE X

Amendments to By-Laws

Amendments to the By-Laws may be proposed by any member of the Association. The By-Laws may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of the two-thirds (2/3) of the members present at such meeting.

ARTICLE XI

Initial Registered Office and Registered Agent

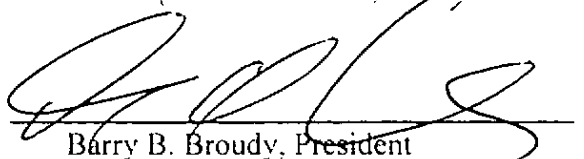
The street address of the initial registered office of the Association is 161 Cordova Street, St. Augustine, Florida 32084, and the name of the registered agent for the service of process at that address is Barry B. Broudy.

ARTICLE XII

Adoption of Amendments

The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

Dated: March 21, 2018


Barry B. Broudy, President

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 21st day of March, 2018, by BARRY B. BROUDY, who (☒) is personally known to me or (☐) has produced Florida driver's license number _____ as identification.



Sharon L. Phillips
Notary Public
Sharon L. Phillips
Name of Notary Typed/Printed/Stamped
Commission No.: _____
Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing Association.

[Signature]
Barry B. Broudy