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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SOUTH PALM BEACH COUNTY HEBREW FREE LOAN SOCIETY, IN

Certificate of Status	1
Certified Copy	1
Page Count	01
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*Amended And  
Restated Art*

Electronic Filing Menu

Corporate Filing Menu

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SOUTH PALM BEACH COUNTY HEBREW FREE LOAN SOCIETY, INC.

(A Corporation Not for Profit Pursuant to Fla. Stat. 617)

Pursuant to the provisions of Section 617.1007, Florida Statutes, the South Palm Beach County Hebrew Free Loan Society, Inc. (the "Corporation") hereby restates its articles of incorporation as follows:

ARTICLE I

The name of the Corporation is South Palm Beach County Hebrew Free Loan Society, Inc.

ARTICLE II

The principal street and mailing address of the Corporation is:

21300 Ruth and Baron Coleman Boulevard  
Boca Raton FL 33428

ARTICLE III

The purpose for which the Corporation is organized is to accept donations and, from such donations, make loans without interest or other charges to Jewish residents of South Palm Beach County, Florida and its immediate environs who are in need of temporary aid or assistance and all other lawful purposes.

ARTICLE IV

The qualification for members, if any, and the manner of their admission shall be set forth in the bylaws of the Corporation.

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ARTICLE V

No part of the income of the Corporation shall be distributable in any manner to any of the members, directors or officers of the Corporation, other than as permitted pursuant to Florida Statute Section 617.0505, or any successor provision.

ARTICLE VI

The Corporation shall have a perpetual existence.

ARTICLE VII

The powers of the Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than four (4) persons. The number of directors may be changed by an amendment to the Corporation's bylaws or by a resolution duly adopted by the Board of Directors that is not inconsistent with the bylaws or these Articles of Incorporation. The method of election of the directors shall be set forth in the bylaws.

ARTICLE VIII

Amendments of these Amended and Restated Articles of Incorporation may be proposed by any member of the Board of Directors. Such amendments shall be noticed in writing, along with a copy of the proposed amendment, to the members of the Board of Directors at least two weeks prior to the meeting at which such amendment is to be considered. To be adopted, amendments must be approved by a two-thirds (2/3) vote of the Board of Directors present at a meeting at which a quorum is present and must be approved by the Board of Directors of Ruth Rales Jewish Family Service of South Palm Beach County Incorporated ("JFS").

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ARTICLE IX

The private property of the members, directors and officers of the Corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

ARTICLE X

The street address of the registered office of the Corporation is:

c/o Ruth Rales Jewish Family Service of South Palm Beach County Incorporated  
21300 Ruth and Baron Coleman Boulevard  
Boca Raton, FL 33428

The name of the registered agent of this Corporation at that business address is the JFS Board President, Larry Blair.

ARTICLE XI

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary or educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE XII

In the event of 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, distribute all assets of the Corporation to JFS or such other organization(s) as the majority

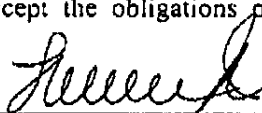
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of the Board of Directors shall designate, provided that JFS or any other designated organization is at such time a qualified organization. An organization shall be deemed to be a "qualified organization" for purposes of this Article XII only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Section 70(c)(2)(B) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1) or (2) thereof, or the corresponding provisions of any future United States Internal Revenue Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the County in which the principal office of the Corporation is at the time located, exclusively for the purposes of the Corporation or to such qualified organization or organizations as said Court shall determine.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

Date: 2-9-10

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CERTIFICATE PURSUANT TO SECTION 617.1007(3)

The undersigned hereby certifies that the foregoing restatement was submitted to a vote of the Board of Directors of the Corporation on January 9<sup>th</sup>, 2010. The number of votes cast by the Board of Directors for the restatement was sufficient for approval. No members of the Corporation were entitled to vote on the foregoing restatement.

By: Vicki Jay Weinstein  
Name: VICKI JAY WEINSTEIN  
Title: V.P.  
Date: 2/9/10

Elene Wohlgenuth  
Elene Wohlgenuth  
President  
2/9/10

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