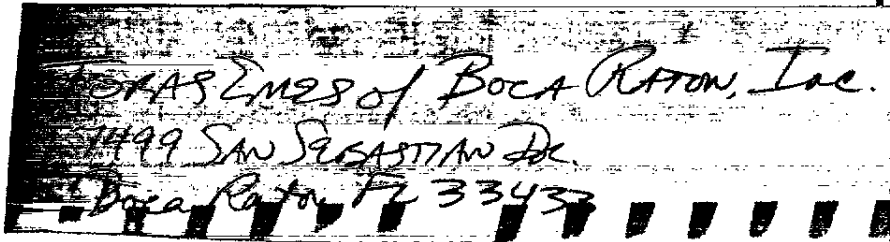


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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

	AMENDMENTS
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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TALLAHASSEE, FLORIDA

	OTHER FILINGS
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

	REGISTRATION/ QUALIFICATION
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*See 3/27*

**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of  
*TORAS EMES OF BOCA RATON, INC.*

**FILED**  
98 MAR 26 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

*AMENDED ARTICLES III, IV,*  
*ADDED ARTICLES VII, VIII, IX, X, XI, XII, XIII,*

**SECOND:** The date of adoption of the amendment(s) was: 3/12/98

**THIRD:** Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

TORAS EMES OF BOCA RATON, INC.

Corporation Name

*Jeffrey S. Roth*

Signature of Chairman, Vice Chairman, President or other officer

JEFFREY S. ROTH

Typed or printed name

Secretary  
Title

3/24/98  
Date

## AMENDMENTS TO THE ARTICLES OF INCORPORATION OF

### TORAS EMES OF BOCA RATON, INC.

The undersigned Board of Directors, for the purpose of amending the Articles of Incorporation of a corporation in good standing under the Florida Not for Profit Corporation Act, hereby adopts the following amendments to the Articles of Incorporation to read as follows:

#### ARTICLE III PURPOSES

The purposes and objectives of the corporation shall be:

1. To own and operate an elementary school or schools, of strictly Orthodox Jewish and secular learning, for instructional and educational purposes, for boys and girls.
2. To include within the student body those religious values, ideals, principles and standards that are similarly taught in and by the affiliates of the Rabbinical Seminary of America throughout the United States.
3. In all religious educational matter, the Board and the Principal will accept the rulings, decisions and guidance of the Rosh Yeshiva of The Rabbinical Seminary of America as well as the rulings, decisions and guidance from the Board of Trustees of which the Rosh Yeshiva is a member.

#### ARTICLE IV MANNER OF ELECTION OF DIRECTORS

1. The corporation shall be managed by a Board of Directors who shall determine policy which shall be administered by a principal appointed by the Board of Directors in consultation with the Rosh Yeshiva of the Rabbinical Seminary of America.
2. The initial Board of Directors are appointed by the Board of Trustees. The Board of Trustees has the power to appoint the initial and any additional members of the Board of Directors and has the power to terminate and remove any employee, officer, or director at any time with or without cause. The duties of the Board of Trustees also includes appointing the initial Principal (Menahel). The members of the Board of Trustees of Toras Emes of Boca Raton, Inc., are:
  1. Rabbi A. Henoch Leibowitz
  2. Rabbi David Harris
  3. Rabbi Keava Grunblatt
  4. Dr. Allan Jacob
3. The Board of Directors shall be composed of not less than 3 nor more than 15 persons. Members of the Board of Directors shall be members of the corporation.

4. **TERM.** Each Director shall serve for a period of one year. In the event of resignation, disability, or disqualification, and a vacancy occurs, a replacement member of the board shall be appointed by a unanimous vote of the board, for a term of one year. At the end of each one year term, that person shall be voted on, and elected by a majority vote of the board.

5. **ADDITIONAL MEMBERS.** At the annual elections, additional candidates may be nominated for the board but never to exceed a total of 15; to be voted on by open ballot by majority vote at the first election. Thereafter, each year by majority vote and closed ballot.

6. **QUALIFICATIONS OF BOARD MEMBERS.** No person can be elected as a member of the board or remain as a board member unless that person is a Sabbath observer and Orthodox Jew.

7. The board shall have the authority over the financial and administrative aspects of the school including but not limited to budgeting, sales of property, leasing of same, collecting and disbursing funds, etc.

8. The board's decisions shall be implemented through its elected officers, and all decisions of the board shall be by majority vote at a duly constituted meeting.

#### ARTICLE VII NON-PROFIT PURPOSES AND POWERS

1. The corporation shall be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c)(3) of the U.S. Internal Revenue Code of 1954, as subsequently amended. The powers of the corporation shall be limited to only those powers permitted to be carried on by a corporation exempt from federal income tax under the appropriate section 501 (c)(3) of the Internal Revenue Code of 1954, as subsequently amended.

2. No part of the income of the corporation shall be distributed to the members, directors or officers. However, nothing shall prevent a member, director or officer being paid a fair compensation for services rendered as an employee of the corporation or as a contracting party, if not in conflict with the policies regarding conflicts of interest and requirements of the Internal Revenue Code, Section 501.

3. In the even that the corporation shall be dissolved, voluntarily or involuntarily, the Board of Directors, after providing for the outstanding debts and obligations of the corporation shall distribute the remaining assets of the corporation to one or more charitable organizations designated by the Board of Directors which are, or may become, engaged in activities which in the judgment of the Board are, or will be, similar to the purposes of this corporation and also qualified as a tax exempt corporation under Internal Revenue Code Section 501 (c)(3) . In no event shall any of the corporations assets be distributed to any present or former member of the corporation.

## **ARTICLE VIII OFFICERS**

1. The board shall, at the annual meeting, to take place no later than June 30th of each year, at a meeting called especially for same, elect the following officers: President, Vice-President, Recording Secretary, Secretary, Treasurer and such other officers as may be required by the By-Laws of the Corporation.

2. The initial officers, who shall serve for one year after incorporation are:

President: Dr. Allan Jacob

Vice President: Dr. Allan Jacob

Secretary/Recording Secretary: Mr. Jeffrey Roth

Treasurer: Mr. Jeffrey Roth

3. The duties of the Officers shall be as follows:

A. President: The President shall call and chair the meeting, and appoint all committees and appoint temporary principal or administrator in the event of vacancy, for a period of not to exceed the end of the school year, and vote to break a tie.

B. Vice President: The Vice President shall act in the absence of the President and in his place and stead.

C. Recording Secretary: The Recording Secretary shall record the minutes of all meetings of the Board and Officers.

D. Secretary: The Secretary shall be responsible for keeping all documents, receipts, and official papers of school and execute said documents according to law.

E. Treasurer: The Treasurer shall be responsible for the accounting of all school funds and for performing an audit and annual report once a year.

4. Any three (3) board members, not related by marriage, shall have the right to call a meeting of the Board by so advising the President in writing. The President shall then call a meeting in no less than 72 hours. If the President shall refuse or be unable to call a meeting, The Vice President or the Secretary shall notify all of the board members and set a time and place for the meeting.

5. The Principal may attend any board meeting at the pleasure of the Board, but shall attend if requested by the President.

6. The Principal shall have the right to petition any two board members, not related by marriage to call a board meeting and the procedure above shall be followed.

#### ARTICLE IX NON DISCRIMINATION CLAUSE

The school admits students of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, and athletic and other school administered programs.

#### ARTICLE X INDEMNIFICATION

The Bylaws may provide for indemnification of the Board of Directors, officers and employees of the Corporation.

#### ARTICLE XI BYLAWS

1. The Bylaws of the corporation shall be adopted by the Board of Directors.
2. The Bylaws may be altered, amended or repealed and new Bylaws be adopted by a two-thirds vote of the entire Board of Directors of the corporation at any regularly convened or special meeting.
3. To the extent that the Bylaws are inconsistent or conflict with the Articles of Incorporation as amended, the language contained within the Articles of Incorporation as amended is controlling.

#### ARTICLE XII DISTRIBUTION OF ASSETS UPON DISSOLUTION

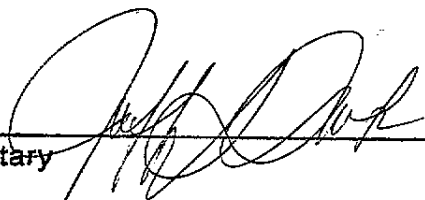
No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to schools of this type at the discretion of the Board of Directors, which are qualified under Section 501 (c)(3) of the Internal Revenue Code.

#### ARTICLE XIII PRINCIPAL

The principal (manahel) shall be responsible and have the exclusive authority over the educational and halachic aspects of the school in consultation with the Board of Trustees in all matters involving teachers, students and classes. The principals duties shall be to hire and discharge teachers and staff, admit and expel students, create and supervise the entire curriculum and in all respects act as the educator and rabbinic authority of the school. The actions and conduct of the principal and of the board of directors shall be governed by Article III of these Amended Articles of Incorporation.

Amendments were adopted by the Board of Directors on this 12 day of March, 1998.

Secretary

A handwritten signature in cursive script, written over a horizontal line. The signature is dark and appears to be a stylized representation of a name.