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City/State/			Office Use Only	
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Examiner's Initials

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

BETH TORAH CONGREGATION, INC. (present name)					
(present nume)					
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.)					
ARTICLE III PURPOSES - SEE ATTACHED SHEET					
ARMCLE IT MANNER OF ELECTION OF OFFICERS					
SECOND: The date of adoption of the amendment(s) was: 6-14-99					
THIRD: Adoption of Amendment (CHECK ONE)					
1111119. 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.					
BETH TORAH CONGREGATION, INC. Corporation Name					
Corporation Name					
Signature of Chairman, Vice Chairman, President or other officer					
STU LIEBERMAN					
Typed or printed name					
PRESIDENT 6-14-99					
Title Date					

Beth Torah Congregation Inc. A Conservative Synagogue Committed to Progressive and Creative expressions of Judaism

Amendment to Articles of Incorporation

The following are amendments to the Articles of Incorporation:

ARTICLE III PURPOSE(S)

The purposes for which Beth Torah Congregation, Inc. is organized are exclusively for religious, charitable, and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of 501 (c) (3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

Notwithstanding any other provision of these articles, this organization shall not carry on any 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 Law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Board of Directors: In accordance with Section 1.501 (C) (3) -1 (d) (1) (ii) of the Income Tax Regulations as the Congregation matures individuals that are unrelated shall be selected to become new Board Members. This action will be taken as soon as practical. It is understood that the original Board Members were necessary in order to incorporate in the State of Florida.