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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE JEWISH FEDERATION OF GREATER ORLANDO, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE JEWISH FEDERATION OF GREATER ORLANDO, INC.**

THE JEWISH FEDERATION OF GREATER ORLANDO, INC., a Florida not for profit corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation (the "Articles").

**ARTICLE I.
NAME**

The name of the Corporation is: **The Jewish Federation of Greater Orlando, Inc.**

**ARTICLE II.
TERM**

The Corporation shall have perpetual existence unless sooner dissolved in accordance with law.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is:

851 North Maitland Avenue
Maitland, Florida 32751

**ARTICLE IV.
PURPOSES**

The purposes of the Corporation are: (i) to promote and engage in philanthropic, cultural and/or other group activities and pursuits which shall contribute to the welfare of the local Jewish community of Central Florida and/or Jewish communities located elsewhere; and (ii) to raise, collect and distribute funds for the advancement of the local Jewish community of Central Florida and/or Jewish communities elsewhere located; and (iii) to promote the welfare of the local Jewish community of Central Florida and/or Jewish communities elsewhere located.

**ARTICLE V.
MANNER OF ELECTION OF DIRECTORS AND OFFICERS**

The manner in which the directors and officers are elected or appointed is set forth in the By-Laws.

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**ARTICLE VI.
MEMBERSHIP**

The class or classes of members, the designation of such class or classes, the qualifications and rights of the members of each class, the quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meeting and activities of the members are set forth in the By-Laws.

**ARTICLE VII.
LIMITATIONS AND DISSOLUTION**

Notwithstanding any powers granted to the Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, and/or educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII.
AMENDMENT**

These Articles may be modified, altered, amended or repealed by a vote of at least 2/3 of the members present at any properly constituted meeting of the members.

Dated: June 6, 2010

**THE JEWISH FEDERATION OF GREATER
ORLANDO, INC.**

By: *Hope Kramer*
Name: Hope Kramer
Title: CEO

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**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE JEWISH FEDERATION OF GREATER ORLANDO, INC.
PURSUANT TO FLORIDA STATUTES § 617.1007**

In connection with the adoption and filing of the Amended and Restated Articles of Incorporation (the "Articles") of The Jewish Federation of Greater Orlando, Inc. (the "Corporation"), the undersigned hereby certifies as follows:

- (a) The Articles contain amendments that may be made with either member or board approval.
- (b) The Articles were adopted by the board of directors on June 6, 2010, and the number of votes cast were sufficient for approval.
- (c) The undersigned officer of the Corporation has been duly authorized to submit the Articles to the Florida Department of State for filing in accordance with Florida Statutes § 617.1007.

Dated: June 6, 2010

**THE JEWISH FEDERATION OF GREATER
ORLANDO, INC.**

By: *[Signature]*
 Name: Joye Kramer
 Title: CEO

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