

## State of Rhode Island and Providence Plantations

Feb. 6

19 82

WE, the undersigned Officers of

THE NEWPORT HAVURAH

a corporation duly incorporated under the laws of the State of Rhode Island,

HEREBY CERTIFY, that at a legal meeting of said corporation, duly called for the purpose,

and held in the city of Newport

in said State, on the 6th day of February, A. D. 1982,

the following amendment(s) to the Articles of Association was (or were) duly adopted by

the affirmative vote of a majority of its members of its members viz:—

“VOTED, That Article Third of the Articles of Association shall be amended as follows:

THIRD. Said corporation is constituted for the purpose of the learning, teaching, and practicing of the Jewish religion, and for charitable, religious, and educational purposes in accordance therewith, provided that no such activity shall be such as is not permitted by a corporation exempt from federal income taxation under section 501 (c)(3) of the Internal Revenue Code of 1954, or of any corresponding future provision of any future U.S. Internal Revenue law.

In addition to the foregoing, viz: (see section 7-6-7, 7-6-8 of the Rhode Island General Laws).

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

(a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;

(b) to sue and be sued in its corporate name;

(c) to have and use a common seal and alter the same at pleasure;

(d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;

(e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;

(f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to corporations organized for the purposes of fostering, encouraging and assisting the physical location, settlement or re-entitlement of industrial and manufacturing enterprises within the state, and to whose members no profit shall ensue. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto.

Article Fifth of the Original Articles of Incorporation shall be amended as follows:

FIFTH. 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propapanda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954. (Or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ATTEST:

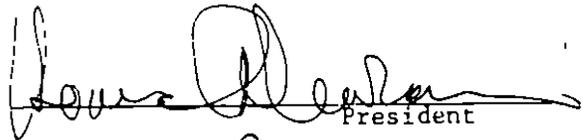

President.

Secretary.

Article Sixth of said Articles of Incorporation shall be amended as follows:

SIXTH: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors of the organization shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction for Newport County, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

(Corporate Seal)

  
President

  
Secretary

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

NONBUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

1. We: David S. Woronoff and Karen G. Woronoff, both of 10 Faxon Green, Newport, Rhode Island; Aaron Jasper and Bernice Jasper both of 2 Martin Street, Newport, Rhode Island; Howard Newman and Mary Newman, both of 35 Farewell Street, Newport, Rhode Island, all of whom are over the age of 21 years do hereby agree to form a corporation as follows:
2. The name of the corporation shall be: The Newport Havurah;
3. The purpose of the corporation shall be: The learning, teaching and practising of the Jewish religion;
4. The Corporation shall be located in the City of Newport;
5. The corporation shall have all rights and powers not prohibited by law including but not limited to those powers enumerated in 7-6-7 of the General Laws of the State of Rhode Island;
6. The name and address of the initial registered agent is: David S. Woronoff, 10 Faxon Green, Newport, R.I. 02840 and the address of the initial registered office of the Corporation is : 10 Faxon Green, Newport, R.I. 02840.

Dated: December 17, 1979 at Newport, Rhode Island.

  
David S. Woronoff

  
Karen G. Woronoff

  
Aaron Jasper

  
Bernice Jasper

  
Howard Newman

  
Mary Newman

State of Rhode Island )  
County of Newport ) In the City of Newport in said county

this 17th day of December, 1979, the personally appeared before me David S. Woronoff, Karen G. Woronoff, Aaron Jasper, Bernice Jasper, Howard Newman and Mary Newman, each and all known to me and known by me to be the parties executing the foregoing instrument and they severally acknowledged said instrument by them subscribed to be their free act and deed.

My commission expires: 6/30/81

  
Notary Public