



**State of Rhode Island
Office of the Secretary of State**

Fee: \$10.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Amendment**

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is TEMPLE SINAI ENDOWMENT FUND

If the entity's name is changing, state the new name: TEMPLE SINAI ENDOWMENT FUND

ARTICLE II

If the corporate duration is changing, so state: X Perpetual

If the corporate purpose is changing, so state:

TO PROVIDE A PERMANENT LEGACY FOR OUR SYNAGOGUE THAT OUTLASTS ALL
OTHER FORMS
OF GIVING.

If there is a change in the number of directors, modify this section:

The number of directors constituting the Board of Directors of the Corporation is

and the names and addresses of the persons who are to serve as the directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	JOEL K GERSTENBLATT	122 Nanci Karen Drive Warwick, RI 02886 USA
TREASURER	RICHARD BLACKMAN	175 Berkshire Drive Warwick, RI 02886 USA
SECRETARY	RICHARD PORTNO	ONE North Winnisquam Drive Warwick, RI 02886 USA
VICE PRESIDENT	ELLEN KNASIN	38 Mollie Drive Cranston, RI 02921 USA
DIRECTOR	SHERRY KRISS	214 Meshanticut Valley Pkwy Cranston, RI 02920 USA
DIRECTOR	KIRK JORDAN	247 Finch Lane Saunders Town, RI 02874 USA
DIRECTOR	JOEL K GERSTENBLATT	122 Nanci Karen Drive Warwick, RI 02886 USA
DIRECTOR	RICHARD PORTNO	ONE Winnisquam Drive Warwick, RI 02886 USA
DIRECTOR	JOEL CHASE	21 Larkspur Drive Cranston, RI 02920 USA
DIRECTOR	RICHARD BLACKMAN	175 Berkshire Drive

		WARWICK, RI 02886 USA
DIRECTOR	MATTHEW BRENNAN	35 REMINGTON FARM DRIVE COVENRY, RI 02816 USA
DIRECTOR	ELLEN KNASIN	38 MOLLIE DRIVE CRANSTON, RI 02921 USA
DIRECTOR	LLOYD RABINOWITZ	180 DEERFIELD DR EAST GREENWICH, RI 02818 USA

If there are any other provisions to be amended, so state:

PARAGRAPH 4 OF THE ORIGINAL ARTICLES OF INCORPORATION IS HEREBY AMENDED AS FOLLOWS:

1. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE ORGANIZATION IS ORGANIZED EXCLUSIVE EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES AS SPECIFIED IN SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE OF 1986, AND SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM INCOME TAX UNDER IRC 501(C) (3) OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT TAX LAWS.

2. NO PART OF THE NET EARNINGS OF THE ORGANIZATION SHALL INURE TO THE BENEFIT OF ANY MEMBER, TRUSTEE, DIRECTOR, OFFICER OF THE ORGANIZATION, OR ANY PRIVATE INDIVIDUAL (EXCEPT THAT REASONABLE COMPENSATION MAY BE PAID FOR SERVICES RENDERED TO OR FOR THE ORGANIZATION), AND NO MEMBER, TRUSTEE, OFFICER OF THE ORGANIZATION OR ANY PRIVATE INDIVIDUAL SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF ANY OF THE ORGANIZATION'S ASSETS ON DISSOLUTION OF THE ORGANIZATION.

3. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PROVIDED BY IRC 501(H) OR PARTICIPATING IN, OR INTERVENING IN (INCLUDING THE PUBLICATION OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATES FOR PUBLIC OFFICE.

4. IN THE EVENT OF DISSOLUTION, ALL OF THE REMAINING ASSETS AND PROPERTY OF THE ORGANIZATION SHALL AFTER PAYMENT OF NECESSARY EXPENSES THEREOF BE DISTRIBUTED TO SUCH ORGANIZATIONS AS SHALL QUALIFY UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE OF 1986, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS, OR TO THE FEDERAL GOVERNMENT OR STATE OR LOCAL GOVERNMENT FOR A PUBLIC PURPOSE, SUBJECT TO THE APPROVAL OF A JUSTICE

OF THE
SUPERIOR COURT OF THE STATE OF RHODE ISLAND.

5. IN ANY TAXABLE YEAR IN WHICH THE ORGANIZATION IS A PRIVATE FOUNDATION
AS

DESCRIBED IN IRC 509 (A), THE ORGANIZATION SHALL DISTRIBUTE ITS INCOME FOR
SAID PERIOD AT SUCH TIME AND MANNER AS NOT TO SUBJECT IT TO TAX UNDER
IRC

4942, AND THE ORGANIZATION SHALL NOT (A) ENGAGE IN ANY ACT OF SELF-
DEALING

AS DEFINED IN IRC 4941(D), (B) RETAIN ANY EXCESS BUSINESS HOLDINGS AS
DEFINED IN IRC 4943(C), (C) MAKE ANY INVESTMENTS IN SUCH A MANNER AS TO
SUBJECT THE ORGANIZATION TO TAX UNDER IRC 4944, OR (D) MAKE ANY TAXABLE
EXPENDITURES AS DEFINED IN IRC 4945 (D) OR CORRESPONDING PROVISIONS OF
ANY

SUBSEQUENT FEDERAL TAX LAWS.

6. NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR TO ITS
MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTORS DUTY AS A
DIRECTOR;

PROVIDED, HOWEVER, THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE
LIABILITY OF A DIRECTOR (I) FOR ANY BREACH OF THE DIRECTORS DUTY OF
LOYALTY

TO THE CORPORATION OR TO ITS MEMBERS; (II) FOR ACTS OR OMISSIONS NOT IN
GOOD

FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION
OF LAW;

OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN
IMPROPER
PERSONAL BENEFIT.

THE ENDOWMENT FUND OF TEMPLE SINAI MAY ACCEPT DONATIONS IN ANY
AMOUNT. THESE

FUNDS SHALL NOT BE COMMINGLED WITH OTHER FUNDS OF TEMPLE SINAI.
COMINGLING

OF SEPARATE (NAMED OR RESTRICTED) ENDOWMENT FUNDS, IS PERMITTED,
PROVIDED

THE ENDOWMENT GRANT IN ITSELF DOES NOT PROHIBIT SAME. THERE SHALL BE A
SEPARATE ACCOUNTING, (AS AGAINST ALL OF THE MONIES OF TEMPLE SINAI) OF
SAID

ENDOWMENT FUNDS. SAID ENDOWMENT FUND SHALL BE KNOWN AS "THE TEMPLE
SINAI

ENDOWMENT FUND". A NOT-FOR-PROFIT, NONBUSINESS CORPORATION, UNDER
THE LAWS

OF THE STATE OF RHODE ISLAND IS ENVISIONED WITH I.R.S. FILING SEEKING 503
(C) (3) STATUS.

GOVERNANCE SHALL BE BY A COMMITTEE, CALLED DIRECTORS, OF NOT MORE
THAN

THIRTEEN (13) NOR LESS THAN SEVEN (7) INITIALLY APPOINTED BY THE RABBI AND
PRESIDENT OF TEMPLE SINAI, FOR STAGGERED FIVE (5) YEAR TERMS, WITH THE
RABBI

DESIGNATING THE INITIAL STAGGERED TERM. DECISIONS SHALL BE BY MAJORITY
VOTE

EXCEPT AS HEREINAFTER PROVIDED. THERE SHALL BE NO LIMIT AS THE NUMBER OF
TERMS A DIRECTOR SHALL SERVE. ALL DIRECTORS OF THE ENDOWMENT
COMMITTEE SHALL

BE MEMBERS OF TEMPLE SINAI AND IN GOOD (FINANCIAL) STANDING. AT LEAST ONE
DIRECTOR SHALL BE A VOTING MEMBER OF THE BOARD OF TRUSTEES OF TEMPLE SINAI.
DIRECTORS SHALL SELF ORGANIZE AND SHALL REPORT TO THE BOARD OF TRUSTEES OF
TEMPLE SINAI AT LEAST ANNUALLY AND AS OFTEN AS REASONABLY REQUESTED BY THE
PRESIDENT. ONCE ORGANIZED THE DIRECTORS OF THE ENDOWMENT COMMITTEE HAVE THE
AUTHORITY TO ELECT SUCCESSOR AND OR ADDITIONAL DIRECTORS. THE DIRECTORS
SHALL MEET AT LEAST SEMIANNUALLY AND SUCH OTHER TIMES AS THEY BY MAJORITY
DECISION SHALL DETERMINE. THE DIRECTORS SHALL HAVE THE AUTHORITY TO AMEND OR
MODIFY THESE RULES AND REGULATIONS, BY SUPER MAJORITY VOTE OF TWO THIRDS.
INVESTMENTS SHALL BE IN ACCORDANCE WITH THE LAWS OF THE STATE OF RHODE
ISLAND IN A FIDUCIARY CAPACITY. PERMITTED INVESTMENTS INCLUDE EQUITY AND
BOND MARKETS, MUTUAL FUNDS, MONEY MARKET FUNDS, BANK (FEDERALLY INSURED)
SAVINGS, CERTIFICATES OF DEPOSIT, MONEY MARKET, OBLIGATIONS OF THE UNITED
STATES OR ANY AGENCY THEREOF AS WELL AS INSURED RHODE ISLAND, INCLUDING
AGENCIES, INSURED MUNICIPAL BONDS AND NOTES, AND STATE OF ISRAEL BONDS. THE
DIRECTORS MAY SELECT INVESTMENT ADVISORS OR COUNSEL AND UPON SUCH TERMS AND
CONDITIONS AS CAN BE BEST NEGOTIATED. DIRECTORS SHALL SERVE WITHOUT COMPENSATION, BUT SHALL BE REIMBURSED FOR REASONABLE OUT-OF-POCKET
EXPENSES.
CONFLICT OF INTEREST, OR EVEN THE APPEARANCE OF SELF-DEALING OR IMPROPRIETY
IS PROHIBITED.
PRINCIPAL, AND/OR INTEREST MAY BE DISTRIBUTED OR NOT AS THE DIRECTORS DECIDE
AND AS HEREINAFTER SET FORTH. HOWEVER, IT IS THE GOAL OF THIS, THE ENDOWMENT
FUND, TO HAVE THE MINIMUM PRINCIPAL BALANCE OF AT LEAST ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS PRIOR TO MAKING ANY PRINCIPAL
DISTRIBUTIONS.
DISTRIBUTIONS ARE PERMITTED TO PROVIDE INCOME FOR MANY NEEDS OF THE CONGREGATION, INCLUDING BUT NOT LIMITED TO JEWISH ENRICHMENT
EXPERIENCES FOR
CHILDREN, RECOGNITION OF LIFE CYCLE EVENTS, ADULT JEWISH LEARNING AND ENHANCEMENT OF OTHER PROGRAMS AND FOR ANY PROJECT OR PROGRAM, EXTRAORDINARY
CAPITAL IMPROVEMENTS OR REPAIRS, WHICH BENEFITS THE INSTITUTION OF TEMPLE
SINAI AND ITS MEMBERSHIP; HOWEVER, THE PURPOSES OF THE TEMPLE SINAI

ENDOWMENT FUND ARE NOT FOR CONTRIBUTING FOR USUAL AND ORDINARY OPERATING EXPENSES FOR TEMPLE SINAI, BUT FOR SPECIAL PROJECTS, GRANTS AND UNUSUAL NEEDS OF TEMPLE SINAI. INPUT FROM THE PRESIDENT AND THE TEMPLE BOARD OF TRUSTEES IS ENCOURAGED AND WILL BE CONSIDERED BY THE DIRECTORS. DISTRIBUTION OF PRINCIPAL AND INCOME SHALL BE ON SUCH TERMS AND CONDITIONS AS THE DIRECTORS DETERMINE PROVIDED, HOWEVER, ONCE THE FUND PRINCIPAL REACHES THE MINIMUM BALANCE OF ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS, THERE SHALL BE AN AUTOMATIC ANNUAL INCOME DISTRIBUTION OF SIXTY (60%) PER CENTUM WHICH INCOME SHALL BE USED AS HEREINABOVE STATED. INCOME DISTRIBUTIONS SHALL BE MADE IF THE PRINCIPAL BALANCE OF THE ENDOWMENT FUND IS LESS THAN ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS ONLY IN THE AMOUNTS NECESSARY TO SATISFY THE REQUIREMENT OF THE INTERNAL REVENUE SERVICE CODE. A SUPER AFFIRMATIVE MAJORITY VOTE OF TWO THIRDS (2/3) OF THE DIRECTORS IS, HOWEVER, REQUIRED PRIOR TO DISTRIBUTION OF PRINCIPAL AND/OR ADDITIONAL INCOME. CAPITAL APPRECIATION AND INCOME NOT DISTRIBUTED SHALL BE ADDED TO AND BECOME PRINCIPAL. ROBERTS RULES OF PARLIAMENTARY PROCEDURE WILL APPLY EXCEPT AS OTHERWISE PROVIDED.

ARTICLE III

The Amendment was adopted in the following manner:

(check one box only)

☐ The amendment was adopted at a meeting of members held on , at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

☐ The amendment was adopted by a consent in writing on , signed by all members entitled to vote with respect thereto.

☒ The amendment was adopted at a meeting of the Board of Directors held on 4/27/2022 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

ARTICLE IV

Date when amendment is to become effective 7/15/2022
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 11 Day of July, 2022 at 3:42:38 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the*

signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.

TEMPLE SINAI ENDOWMENT FUND

Corporate Name

By JOEL K. GERSTENBLATT

☒ President or ☐ Vice President (check one)

AND

By RICHARD PORTNO

☒ Secretary or ☐ Assistant Secretary (check one)

Form No. 201
Revised 09/07

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State of Rhode Island

Department of State | Office of the Secretary of State

Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

July 11, 2022 03:39 PM

A handwritten signature in blue ink, reading "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

