



**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	JOEL K GERSTENBLATT	122 Nanci Karen 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	RICHARD PORTNO	ONE WINNISQUAM DRIVE WARWICK, RI 02886 USA
DIRECTOR	KIRK JORDAN	247 FINCH LANE SAUNDERSTOWN, RI 02874 USA
DIRECTOR	LLOYD RABINOWITZ	180 DEERFIELD DR EAST GREENWICH, RI 02818 USA
DIRECTOR	ELLEN KNASIN	38 MOLLIE DRIVE CRANSTON, RI 02921 USA

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

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 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.

5. 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 FINANCIAL
SUPPORT FOR

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. HOWEVER, IN THE EVENT
AT ANY

POINT, SHOULD THE BALANCES IN ANY AND ALL FINANCIAL ACCOUNTS, FUNDS
AND

SOURCES OF INCOME OF TEMPLE SINAI BECOME INSUFFICIENT TO SATISFY THE
TEMPLE'S FINANCIAL OBLIGATIONS WHEN DUE AND THE TEMPLE IS AT RISK OF
CLOSING, THEN AND IN THAT EVENT, THE ENDOWMENT FUND SHALL BE USED
TO KEEP

THE TEMPLE OPEN AS LONG AS POSSIBLE AND MAY BE USED FOR USUAL AND
ORDINARY

OPERATING EXPENSES FOR 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. 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 11/3/2022 , 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 1/10/2023
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 4 Day of January, 2023 at 2:35:50 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

X 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

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

January 04, 2023 02:33 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Gregg M. Amore
Secretary of State

