

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
UNITED JEWISH FUND AND COUNCIL

ARTICLE I.

The name of this corporation shall be:

UNITED JEWISH FUND AND COUNCIL

ARTICLE II.

This corporation is governed by Chapter 317A of the Minnesota Statutes, and is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or federal law as may from time to time be applicable. The specific purposes of this corporation shall be:

1. To sponsor, carry on and centralize the raising of funds in the city of St. Paul and environs for such Jewish institutions and agencies engaging in social service, charitable, philanthropic, welfare, religious or educational activities, as may from time to time be approved by the Board of Directors of this corporation; to conduct the distribution of such funds so raised; to supervise the expenditures, policies, and functioning of such institutions or agencies approved and supported; to help coordinate the activities of all Jewish social service, charitable, philanthropic, religious, welfare and educational institutions and agencies, and in general, to promote, foster, supervise, and direct, as determined necessary or helpful by the Board of Directors, Jewish social services, community planning, charitable, religious, welfare and educational activities which will contribute to the welfare of the Jewish community in St. Paul and environs.
2. To carry out all or any part of the foregoing objects, either as principal, agent or otherwise, wither alone or in conjunction with any other person, corporation or association, and without in any manner limiting or restricting any of the foregoing objects

of this corporation, but only and exclusively for the purpose of furthering such objects, this corporation shall have to the power:

(a) To raise, collect and distribute funds.

(b) To acquire by purchase, subscription, gifts, bequest or otherwise, and to hold, sell, transfer, pledge or otherwise dispose of shares of the capital stock and any bonds or other securities or evidence of indebtedness or rights thereto or interests in any thereof created by an individual, copartnership, corporation, public or private, organized under the laws of this state or any other state, country, nation or government, or the securities or evidences of indebtedness of any governmental subdivisions or body; and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon and the right to transfer said securities to one or more persons, firms or corporations subject to voting trusts or other agreements placing in the voting power of said securities.

(c) To acquire, hold, own, buy, sell, exchange, improve, manage and operate, lease and rent, pledge and mortgage, borrow and lend money on or invest in and trade in, assign, transfer, encumber, convey or otherwise dispose of any property, real, personal, or mixed, or any interest therein, whether within or without the state, including choses in action, contracts, privileges, rights, franchises and concessions, in the furtherance only of the objects of the corporation hereinbefore enumerated.

(d) To borrow or raise money for any of the purposes of this corporation, and from time to time to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills or exchange, and other negotiable and non-negotiable instruments and evidences of indebtedness, and secure the payment thereof and of the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole and any part of the property of this corporation, real, personal and mixed, including contract rights, whether at the time owned or thereafter to be acquired, and sell, pledge or otherwise dispose of such obligations for its corporate purposes.

The foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation granted under the laws of the State of Minnesota.

ARTICLE III.

This corporation shall have no capital stock and shall not be conducted for pecuniary profit. No part of the funds, property, or income of this corporation shall inure to the benefit of any private individual or member hereof, other than a member that is a nonprofit organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV.

The duration of this corporation shall be perpetual.

ARTICLE V.

The registered office of this corporation shall be located at 790 South Cleveland Avenue, Suite 227, Saint Paul, Minnesota 55116.

ARTICLE VI.

This corporation shall have no capital stock but shall have such members as provided in the Bylaws of the corporation. The rights and privileges of membership shall be as set forth in the Bylaws of this corporation.

ARTICLE VII.

1. The management of this corporation shall be vested in a Board of Directors. The number of directors, the qualifications and method of electing/appointing directors and the terms of office of the directors shall be fixed by the Bylaws of this corporation.

2. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication to the extent permitted under the Minnesota Nonprofit Corporation Act by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. As used in these Articles of Incorporation, the term “authenticated electronic communication”

means any form of communication, not directly involving the physical transmission of paper, that

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- (b) may be directly reproduced in paper form by the recipient through an automated process;
- (c) is delivered to the corporation's principal place of business or to an officer or agent of the corporation authorized by the corporation to receive the communication, and
- (d) sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender.

ARTICLE VIII.

The annual meeting of this corporation shall be held at such time and place as is from time to time determined by the Board of Directors of this corporation.

ARTICLE IX.

In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed as provided in the Bylaws of this corporation. Any such property and assets not so distributed shall be disposed of in such manner as the Board of Directors of this corporation determines to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than exclusively for religious, charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Code or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

ARTICLE X.

1. Amendments to these Articles must be approved by the Board of Directors and by the Members of this corporation.

2. When authorized by the Members, these Articles may be amended by the Board of Directors by the affirmative vote of a majority of the directors then in office who are present and entitled to vote at a duly held meeting of the Board of Directors for which notice of the meeting and the proposed amendment have been given. The Members may prospectively revoke the authority of the Board to exercise the power of the Members to amend the Articles.

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