

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO THE ARTICLES OF INCORPORATION OF
JEWISH FEDERATION OF GREATER NEW ORLEANS**

The Articles of Incorporation, as previously amended, of JEWISH FEDERATION OF GREATER NEW ORLEANS, a Louisiana non-profit corporation (the "Corporation"), were amended and restated in their entirety by the Members of the Corporation, at a Special Meeting of the Corporation, notice of which was duly given and which notice contained a copy of the proposed amendments, held in _____, Louisiana, on _____, and at which meeting a quorum of Members was present and, acting throughout, approved the proposed amendments.

NOW THEREFORE, by virtue of the authority of the Members of the Corporation duly given at the Special Meeting, the Articles of Incorporation of the Corporation shall be and are changed, altered, and amended so as to read in their entirety as follows:

Article I

NAME AND DURATION

The name of this corporation is "JEWISH FEDERATION OF GREATER NEW ORLEANS." The Corporation is a Louisiana non-profit corporation, and its duration is perpetual.

Article II

PURPOSES

The purposes of the Corporation are:

Section 1. To represent for the Jewish community an organized effort for general good and the proper administration of charitable, philanthropic, educational, and kindred work.

Section 2. To make available its services in coordinating the programs and social services among the agencies affiliated with the Corporation.

Section 3. To plan for and to stimulate the creation of organizations needed to fill unmet needs in the community and to discourage the creation of unnecessary agencies and institutions.

Section 4. To provide a forum for local and general Jewish matters and to foster and maintain sound relations and understanding within the community. Public statements issued by the Corporation shall be made only in the name of the Corporation and not in the name of the Jewish community.

Section 5. To receive money for charitable, philanthropic, benevolent, educational, cultural, and kindred purposes; to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes either directly or by contributions to other organizations, agencies, or institutions organized for one or more of the same or similar purposes and to which

direct contributions would be deductible under the then-existing internal revenue laws and regulations.

Section 6. To receive by gift, will, or otherwise money, real estate, or personal property and to hold the same in trust or otherwise and use it as may be deemed best for the promotion of objects and purposes herein set forth.

Section 7. To solicit, collect, and otherwise raise money for charitable, philanthropic, benevolent, educational, cultural, and kindred purposes.

Section 8. To be, for so long as the Corporation wishes to do so, a member agency of the United Way of Greater New Orleans (the Corporation having been a founding member in 1924 of the Community Chest of New Orleans, which was the forerunner of United Way).

Section 9. To engage in any other lawful activity for which corporations may be formed under the Louisiana Nonprofit Corporation Law.

Article III

MEMBERSHIP

Section 1. The Corporation is organized on a non-stock basis.

Section 2. All persons of the Jewish faith, their spouses, domestic partners (as defined in the By-Laws), former spouses, or former domestic partners who are over the age of majority, support the Mission and Purposes of the Corporation, and who contribute to the Corporation's Annual Campaign shall be Members of the Corporation from the date on which the contribution is made through the end of the fiscal year succeeding the fiscal year during which the contribution is made.

Members shall be entitled to vote beginning July 1 of the year after the contribution is made.

Section 3. Each Member shall have one vote at all meetings of the Corporation. No vote may be cast by proxy.

Section 4. An Annual Meeting of the Members of the Corporation shall be held at such time as the By-Laws shall prescribe and at such place in the Greater New Orleans area as the Board of Trustees shall determine.

Section 5. Special Meetings of the Members may be called at any time by the Chair or any ten (10) Trustees and shall be called on written request of persons who have, at the time such request is delivered to the Corporation, no fewer than one hundred (100) votes as Members. The notice of a Special Meeting shall identify the purposes for which the meeting is being called, and no other business shall be transacted at the meeting.

Section 6. Notice of meetings of the Members (annual or special) shall be given in accordance with the procedures set forth in the By-Laws of the Corporation.

Section 7. Thirty (30) Members shall constitute a quorum at any meeting of the Members.

Article IV

TRUSTEES

Section 1. The affairs of the Corporation shall be managed by a Board of Trustees, which shall consist of such number of Trustees, no fewer than twenty-five (25) nor more than seventy-five (75), as the By-Laws shall provide. Only Members of the Corporation shall serve as Trustees. Except as provided in Sections 2, 3, and 6, below, and except as otherwise may be provided in the By-Laws with respect to filling vacancies in the office of Trustee, Trustees shall be elected by the Members. Each Trustee thus elected (other than Trustees elected to fill a vacancy) shall serve for a term of two years and until his or her successor is elected and has qualified or it is determined that there will be no such successor.

Section 2. The By-Laws may provide that any number of Trustees up to (but not exceeding) one-third ($\frac{1}{3}$) of the number constituting the full Board of Trustees may be appointed by Jewish agencies and organizations identified in the By-Laws and in accordance with procedures specified therein.

Section 3. Each elected officer of the Corporation, who is not otherwise serving as a Trustee, shall serve as a Trustee during such person's tenure as an officer, and the person who is from time to time the immediate past Chair of the Corporation shall serve as a Trustee if such person is available to serve as such.

Section 4. No person may serve as an elected Trustee for more than three (3) consecutive two-year terms, except that this limitation shall not apply to any period of consecutive service that includes service as an elected Officer of the Corporation. The By-Laws may provide other limitations, not less restrictive than those set forth herein, on service as a Trustee.

Section 5. Vacancies in the office of Trustee may be filled as provided in the By-Laws. At each Annual Meeting of the Members, Trustees shall be elected (a) to succeed those Trustees whose terms are expiring, (b) to fill, for the unexpired term, any vacancies in the office of elected Trustee that have not previously been filled, and (c) to bring the number of Trustees up to the number provided in the By-Laws.

Section 6. All past Chairs/Presidents of the Corporation, who are Members of the Corporation and are not otherwise serving as Trustees, shall serve as honorary, non-voting Trustees. The By-Laws may designate other honorary, non-voting Trustees. Honorary Trustees shall not be taken into account in determining the limitations on the number of Trustees.

Section 7. Meetings of the Board of Trustees shall be held in accordance with such procedures as shall be set forth in the By-Laws of the Corporation.

Article V

OFFICERS

Section 1. The Corporation shall have a Chair, one (1) or more Vice-Chairs, a Secretary, a Treasurer, and an Assistant Secretary. All of these Officers, except the Assistant Secretary, shall be elected by the Members, at an Annual Meeting or by the Board of Trustees, as the By-Laws shall specify and in accordance with procedures set forth in the By-Laws; the Assistant Secretary of the Corporation shall be the person serving from time to time as the Treasurer of the Corporation and, if unavailable, a Vice-Chair appointed by the Chair. Vacancies in any elected office may be filled as provided in the By-Laws.

Section 2. Each person elected as an Officer by the Members or by the Board of Trustees (other than a person elected to fill a vacancy) shall serve for a term of two (2) years and until his or her successor is elected and has qualified or it is determined that there will be no such successor. No person may serve in the same elected office for more than two (2) consecutive two-year terms, except that (a) no person may serve as Chair for more than one (1) two-year term and (b) a person may serve as a Vice-Chair for three (3) consecutive two-year terms. Service as an Officer to fill a vacancy shall not be counted for purposes of the preceding sentence. The By-Laws may provide other limitations, not less restrictive than those provided herein, on service as an Officer.

Section 3. The Corporation may have a Chief Executive Officer, who shall have such responsibilities as the By-Laws shall provide.

Article VI

CONSTITUENT AGENCIES

The Corporation serves the community through, among other things, a family of agencies that are associated with the Corporation by virtue of funds provided by it. The By-Laws shall contain provisions relative to the designation of such agencies and their relationship with the Corporation.

Article VII

COMMITTEES

The By-Laws shall make provision for the appointment and procedures of (a) a Nominating Committee, which shall nominate a slate of persons to serve as Trustees and Officers on each occasion when Trustees or Officers are to be elected by the Members and on such other occasions as the By-Laws may provide; (b) such standing committees as shall be necessary or desirable to carry out the purposes of the Corporation; and (c) temporary committees as the need may arise.

Article VIII

BY-LAWS

The Board of Trustees may make and alter By-Laws and, in so doing, may designate certain By-Laws as being subject to amendment only with the approval of the Members. In that event, the designated By-Law or By-Laws may be amended only in accordance with the same procedures and with the approval of that vote of Members as would be required to amend these Articles of Incorporation. By-Laws not so designated may be amended by the affirmative vote of no fewer than two-thirds ($\frac{2}{3}$) of the Trustees present at a meeting of the Board of Trustees, the notice of which describes the proposed amendment (or contains a copy thereof) and is given at least ten (10) days before such meeting.

Article IX

LIMITATION OF LIABILITY OF TRUSTEES AND OFFICERS

No Trustee, Officer, or member of any committee of the Corporation shall be liable to the Corporation or its Members for monetary damages for breach of their fiduciary duty as a Trustee, Officer, or committee member, provided that this provision shall not eliminate or limit the liability of such person for (a) any breach of their duty of loyalty to the Corporation or its Members; (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) unlawful distributions of the Corporation's assets to Members of the Corporation under and to the extent provided in § 226(D) of the Louisiana Nonprofit Corporation Law (La. R.S. 12:226(D) or any successor or amended provision); or (d) any transaction from which such person derived an improper personal benefit. If Louisiana law is hereafter amended to authorize non-profit corporations to take corporate action further limiting or eliminating the personal liability of Trustees, Officers, or committee members, then the liability of each Trustee, Officer, and committee member of the Corporation shall be limited or eliminated to the full extent permitted by Louisiana law as so amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter, cause of action, suit, or claim that occurred, accrued, or arose before such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article shall not eliminate or limit the liability of a Trustee, Officer, or committee member for any act or omission before its adoption by the Members of the Corporation.

Article X

INDEMNIFICATION

The Corporation shall have the power to indemnify Trustees, Officers, and other persons to the extent permitted by law and as set forth in the By-Laws of the Corporation.

Article XI

AMENDMENTS

These Articles of Incorporation may be amended only if the proposed amendment (a) is approved at a meeting of the Board of Trustees, notice of which is given at least thirty (30) days in advance and contains a copy of the proposed amendment or summary thereof, or is proposed, in writing, by persons who have, at the time such proposal is delivered to the Corporation, at least one hundred (100) votes as Members and (b) is then approved by the affirmative vote of two-thirds ($\frac{2}{3}$) of the votes present at any Annual or Special Meeting of the Corporation, notice of which is given at least thirty (30) days before the meeting and contains a copy of the proposed amendment to be voted upon, except that such notice must be given at least fifty (50) days before the meeting if the Board of Trustees has not approved the proposed amendment.

Articles XII

CHARITABLE PURPOSE

Section 1. The assets of this Corporation are irrevocably dedicated to charitable purposes and, upon liquidation, dissolution, or abandonment of this Corporation, such assets shall be distributed to one or more beneficiary and/or constituent agencies in proportions to be fixed by the membership of this Corporation.

Section 2. No part of the net receipts or other assets of this Corporation shall inure to the benefit of any Member thereof, and this Corporation shall not devote any substantial portion of said receipts and assets for the purpose of carrying on propaganda or otherwise attempting to influence legislation.

Articles XIII

REGISTERED OFFICE AND AGENTS

The Registered Office of the Corporation is 3747 West Esplanade Avenue, Metairie, Louisiana 70002. The persons serving from time to time as the Corporation's Chair, Secretary, and Assistant Secretary shall be its registered agents, and their addresses shall be the same as the address of its Registered Office.

IN WITNESS WHEREOF, JEWISH FEDERATION OF GREATER NEW ORLEANS, acting through its Chair and Secretary, hereunto duly authorized by its Members, does hereby execute these Articles of Amendment to the Articles of Incorporation of Jewish Federation of Greater New Orleans, at Metairie, Louisiana, on this ____ day of _____ 2025.