

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
JEWISH FEDERATION OF SOUTHERN ARIZONA**

1. Name. The name of this nonprofit corporation is Jewish Federation of Southern Arizona.

2. Purpose. The corporation is organized exclusively for charitable purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the “Code”)), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The corporation’s specific purposes and objectives are to: (1) facilitate an ongoing process to establish, monitor and assess collective goals and priorities of the local Jewish community (the “Community”); provide shared resources and tools to strategic partners within the Community for efficient and effective service delivery; incubate innovative programs and services to address unmet Community priorities; designate, and determine the relationship of the Corporation with affiliated corporations, beneficiary agencies and Community partners (as such may be defined by the board of trustees from time to time) and strategic partners in the broader local community; and serve as a central needs assessment, fundraising and allocation agency in Southern Arizona for the Community; and (2) serve as an affiliate for the Community with respect to Jewish Federations of North America (JFNA), American Jewish Joint Distribution Committee, Jewish Agency For Israel (JAFI) and other organizations assisting the people of Israel and worldwide Jewry as the Board may determine. In furtherance of these purposes, the corporation shall have all the general powers and authority of an Arizona nonprofit corporation under Title 10, Chapter 26, Arizona Revised Statutes to conduct any and all lawful affairs.

3. Restrictions. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, 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 its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. Character of Affairs. The character of affairs that the corporation initially intends to conduct is: to strengthen, coordinate and enrich the religious, educational, cultural and social life of the Jewish community of Tucson and southern Arizona; to maintain and strengthen the ties of the Jews of southern Arizona with the Jews of Israel and the Jews in every other part of the world; raise fund for the support of local, national and international Jewish philanthropic purposes; provide Jewish communal services and provide for the central planning, coordination

and administration of the Jewish services which are offered by those independent Jewish organizational in Tucson and southern Arizona that may wish to affiliate with the corporation; promote and protect the civic, economic, religious and other human rights of all people in interfaith and intergroup activities; serve in all ways the needs of local, national and world Jewry; to insure the continuity of the Jewish community in southern Arizona; to receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or part of the income therefrom and the principal thereof exclusively for nonprofit purposes which principally serve the charitable, health, educational, cultural and social needs of the Jewish community; and to participate in charitable arrangements of all kinds, including, but not limited to, pooled income funds, charitable gift annuities, charitable remainder annuity trust and charitable remainder unitrusts and to engage in such other activities and perform such other functions as shall be authorized by the board of trustees and to the extent permitted by law, and further to act as trustee, or in other authorized capacity with respect to any such arrangement to the extent permitted by law.

5. Known Place of Business. The street address of the known place of business of the corporation is 3718 East River Road, Suite 100, Tucson, Arizona 85718.

6. Membership. The sole member of the corporation is Center for Jewish Philanthropy of Southern Arizona, an Arizona nonprofit corporation (the "Member").

7. Board of Directors. The corporation shall have a board of directors that shall be styled as a "board of trustees" and the directors of the corporation shall be styled as "trustees." The use of terms "board of trustees" and "trustee" shall not imply or result in the application of any fiduciary duties different from or greater than those normally applicable to the directors of an Arizona nonprofit corporation under the Arizona Nonprofit Corporation Act (the "Act"). Each reference to "trustee," whether in the articles of incorporation, bylaws, or any contract, instrument or document, shall be interpreted for all matters of law and equity, as a reference to a director under the Act and all other applicable law. The number to serve on, the terms of office of, and the time and manner of elections to, the board of directors shall be specified in the Bylaws.

8. Devolution of Assets on Dissolution. Upon the dissolution of the corporation, its assets shall be distributed to the Member if the Member is a tax-exempt 501(c)(3) nonprofit corporation. If the Member is not a tax-exempt 501(c)(3) nonprofit corporation, upon the dissolution of the corporation, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

9. Indemnification. The corporation shall indemnify each of its members, directors, and officers to the fullest extent permissible under each of the following: A.R.S. Sections 10-3850 through 10-3858 and any successor or amended statute; the corporation's Bylaws; and any agreement adopted pursuant to A.R.S. Section 10-3858. Indemnification of directors and

officers shall be mandatory in all circumstances in which indemnification is permitted by law. Any member of an advisory board shall be entitled to all the same rights of indemnification as a member of the board of directors of the corporation.

10. Director Liability. A director of this corporation shall not be personally liable to the corporation for monetary damages for any action taken or failure to take any action as a director, except for conduct described in clauses (a) through (d) of A.R.S. Section 10-3202.B.1, or any successor amended statute. If the Arizona Nonprofit Corporation Act is amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Nonprofit Corporation Act as so amended. Any repeal or modification of this article shall not increase the liability of a director of the corporation arising out of acts or omissions occurring before the repeal or modification becomes effective. Advisory board members shall be treated as directors for purposes of this article.

11. Private Foundation. Notwithstanding other provisions, if this corporation becomes a private foundation, as defined in Section 509 of the Code, while it is a private foundation, the corporation shall:

- (a) not engage in any act of self-dealing as defined in Section 4941(d) thereof;
- (b) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 thereof;
- (c) not retain any excess business holdings as defined in Section 4943(c) thereof;
- (d) not make any investment in such manner as to subject it to tax under Section 4944 thereof; and,
- (e) not make any taxable expenditures as defined in Section 4945(d) thereof.

12. Discrimination Not Permitted. In rendering its functions and in exercising its purposes, the corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, physical handicap or disability.