

ARTICLES OF INCORPORATION

OF

UNIFIED JEWISH CONGREGATION OF
BATON ROUGE

**ARTICLES OF INCORPORATION
OF THE
UNIFIED JEWISH CONGREGATION OF BATON ROUGE**

The undersigned, acting pursuant to the Nonprofit Corporation Law of Louisiana, hereby adopts the following Articles of Incorporation (the “**Articles of Incorporation**”).

**ARTICLE I
NAME**

The name of this corporation (the “**Corporation**”) is the Unified Jewish Congregation of Baton Rouge.

**ARTICLE II
NONPROFIT CORPORATION; REGISTERED OFFICE**

Section 1. Nonprofit Corporation. The Corporation is a nonprofit corporation organized pursuant to the Nonprofit Corporation Law of Louisiana, La. R.S. 12:201 *et seq.* (as amended from time to time or any successor statute, the “**Act**”). The Corporation is organized exclusively on a membership, non-stock basis.

No part of the net earnings of the Corporation shall inure to the benefit or be distributed to any member, director, trustee or officer of the Corporation, or other private individual or employee, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the above purposes.

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code; nor shall any activity of the Corporation consist of participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event of the dissolution or merger of the Corporation, no officer, director, employee or representative of the Corporation shall be entitled to any distribution or division of any remaining property, assets or proceeds. Further, the balance of all money and/or other assets of property owned, held or received by the Congregation from any source, after the payment of all debts and obligations of the Corporation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it exists at that time, or it shall be distributed to an organization or organizations exempt under Sections 509(a)(1) or (2) of the Internal Revenue Code, as amended, and to

the extent possible, to promote similar or related purposes. Further, in no case shall these assets be distributed to an organization not qualified by Section 501(c)(3) of the Internal Revenue Code or its successor.

Section 2. Registered Office. Until changed in accordance with the Act, the registered office of the Corporation is in the Parish of East Baton Rouge, State of Louisiana, at _____.

**ARTICLE III
PURPOSE**

The Corporation is organized to preserve, perpetuate, and embrace the principles of Reform Judaism.

**ARTICLE IV
INITIAL DIRECTORS AND OFFICERS**

Section 1. Initial Directors. The initial directors and their addresses are as follows:

Section 2. Officers. The Corporation shall have such officers as shall be set forth in the Bylaws or determined by the Board of Directors from time to time. The number, title, term of office, and responsibilities of officers of the Corporation shall be as set forth in the Bylaws or as determined by the Board of Directors from time to time, consistent with Louisiana law and laws

applicable to tax-exempt organizations. All officers shall be elected or appointed as set forth in the Bylaws or as determined by the Board of Directors from time to time.

**ARTICLE V
MEMBERSHIP**

A person who is (a) over the age of 18 years, (b) Jewish by birth, either through matrilineal or patrilineal descent, adoption, or conversion, or not Jewish but supports the beliefs and practices of their Jewish spouse, committed partner, or children, (c) a person regardless of faith who was previously part of a member “family” as set forth in the Bylaws and supports the purpose of the Corporation, and (d) otherwise meets any other qualifications for membership as set forth in the Bylaws may become a member of the Corporation. There shall be only one class of membership.

**ARTICLE VI
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE VII
REGISTERED AGENT**

Until changed in accordance with the Act, the full name and address of the Corporation’s registered agent is _____, who accepts the appointment as registered agent of the Corporation.

**ARTICLE VIII
INCORPORATORS**

The names and addresses of the incorporators are:

Congregation B’nai Israel of Baton Rouge
3354 Kleinert Blvd., Baton Rouge, LA 70806-6836

Beth Shalom Synagogue
9111 Jefferson Hwy., Baton Rouge, LA 70809-2440.

**ARTICLE IX
AMENDMENT**

9.1 During the first three (3) years of existence of the Corporation these Articles may be amended only by a vote of seventy-five percent (75%) of the Members at which a quorum is present at either (a) a regular Annual Meeting of the Members, or (b) a Special Meeting of Members called in accordance with the Bylaws.

9.2 After the first three (3) years of existence of the Corporation, these Articles may be amended only by a vote of two-thirds (2/3rds) of the Members present at either (a) a regular Annual Meeting of the Members, or (b) a Special Meeting of Members called in accordance with the Bylaws.

9.3 A Member is deemed present at a meeting to amend these Articles if the person is either (a) physically present or (b) is attending via telephone or electronically in a manner permitting that Member to hear the meeting and be heard at the meeting, if allowed by law.

**ARTICLE X
FEDERAL TAX IDENTIFICATION NUMBER**

The Corporation's federal tax identification number is _____.

These Articles of Incorporation are dated _____.

CONGREGATION B'NAI ISRAEL
OF BATON ROUGE

By: _____
Its _____
Incorporator

BETH SHALOM SYNAGOGUE

By: _____
Its _____
Incorporator

ACKNOWLEDGMENT

On _____, 2021, before me, the undersigned notary public, personally came and appeared _____ and _____, to me known to be the persons who each signed the foregoing instrument as the authorized representative of the Incorporator, and who, having been duly sworn, acknowledged that the person signed such instrument as the person's free act and deed.

SWORN TO AND SUBSCRIBED BEFORE ME on _____, 2021.

Notary Public

Printed name

Bar or Notary No: _____

**REGISTERED AGENT'S AFFIDAVIT AND
ACKNOWLEDGEMENT OF ACCEPTANCE**

I acknowledge and accept the appointment as registered agent for and on behalf of the Unified Jewish Congregation of Baton Rouge, a Louisiana nonprofit corporation.

Printed name: _____

SWORN TO AND SUBSCRIBED BEFORE ME on _____, 20__.

Notary Public

Printed name

Bar or Notary No: _____