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**RESTATED
CERTIFICATE OF INCORPORATION
OF**

WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM

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Under Section 805 of the Not-for-Profit Corporation Law

*Max
Max*

Filed By:
Morris & McVeigh, LLP
767 Third Avenue - 4th Floor
New York

NY 10017

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 28 2015
TAXES _____
BY: *[Signature]*

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RESTATED

CERTIFICATE OF INCORPORATION

OF

WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM

Under Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the President and Secretary of **WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM** (the "Corporation") do hereby certify and set forth:

1. The name of the Corporation is: **WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM**.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on March 27, 1931, pursuant to a special act of the Legislature of the State of New York, under the name of Women's League of the United Synagogue of America.
3. The Certificate of Incorporation of the Corporation is hereby restated and amended to effect the following change: by adding a paragraph designating the Secretary of State as agent for service of process.
4. The text of the Certificate of Incorporation of the Corporation as amended is hereby restated to read as follows:

CERTIFICATE OF INCORPORATION

OF

WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: **WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM** (the "Corporation").

SECOND: The Corporation described herein is a corporation as defined in Section 102(a)(5) of the NPCL.

THIRD: The Corporation has been and shall be a charitable corporation under Section 201 of the NPCL.

FOURTH: The purposes of the Corporation are the advancement of traditional Judaism by:

- (a) Furthering Jewish education among women;
- (b) Creating and fostering Jewish sentiment in the home;
- (c) Promoting the observance of the Sabbath and festivals, home ceremonials and Jewish dietary laws; and
- (d) Strengthening generally the religious institutions of the community.

FIFTH: The Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

SIXTH: In furtherance of the foregoing purposes, the Corporation shall have all general powers in Section 202 of the NPCL and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

SEVENTH: This Corporation is organized exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the IRC and not for pecuniary profit or financial gain, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501 (c)(3) of the IRC and, in connection therewith:

- (a) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC;
- (b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the IRC). No part of the activities of the Corporation shall be the participation in, or intervention in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office;
- (c) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer or the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation;

- (d) In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction and discharge of liabilities or obligations, shall be disposed of by the Board of Directors exclusively more organizations described in Section 501(c)(3) of the IRC which is organized and operated exclusively for one or more of the purposes similar to the Corporation's purposes, as said Court shall determine; and
- (e) In any taxable year in which the corporation is a private foundation as described in Code Section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Code Section 4942, and the corporation shall not (a) make any investments that would subject it to tax under Code Section 4944 or (b) make any taxable expenditures as defined in Code Section 4945(d) or corresponding provisions of any subsequent federal tax laws.

EIGHTH: The office of the Corporation is to be located within the County of New York, State of New York.

NINTH: The Corporation shall be operated by a Board of Directors, the number of which is to be no less than three (3).


TENTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address of the Corporation to which the Secretary of State shall mail any process against it served upon him is: the Corporation, 475 Riverside Drive, Suite 820, New York, NY 10115.

5. This Restated Certificate of Incorporation of the Corporation was authorized by the consent of the majority of the members of the Board of Directors of the Corporation at a meeting duly called and held on March 18, 2015. There are no members of the Corporation.

IN WITNESS WHEREOF, we hereby sign our names this 16th day of April, 2015 and affirm that the statements herein are true under penalty of perjury.



Carol S Simon, President



Molly Chernofsky, Secretary