

F980420000472

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION

OF

AMERICAN ZIONIST FEDERATION, INC.

UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW

1. The name of the corporation is AMERICAN ZIONIST FEDERATION, INC.

2. The original certificate of incorporation was filed with the Department of State of the State of New York, on March 26, 1970 and the said corporation was formed under the then existing Membership Corporations Law (now the Not-for-Profit Corporation Law) of the State of New York.

3. The corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions). The corporation is a Type B corporation under Section 201(b)

4. The proposal to amend the Constitution and By-Laws was duly transmitted to the members in accordance with the said Constitution and By-Laws, and was approved at a meeting of the membership held on January 31st, 1993, at which a quorum was present, whereat said amendments were approved unanimously.

5. Article First of the Certificate of Incorporation is amended read as follows: "FIRST: The name of the Corporation is AMERICAN ZIONIST MOVEMENT, INC."

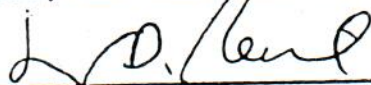
6. The voting rights of all members are to remain the same except that as to those members suspended for being delinquent in payment of dues, said suspended members shall have no voting rights unless and until restored to membership.

7. The Secretary of State of the State of New York is designated as agent of the corporation upon whom process against it may be served and the post office address within the State to which the Secretary of State shall mail a copy of any process against it served upon the said Secretary of State is: AMERICAN ZIONIST MOVEMENT, INC., 110 East 59th Street (third floor), New York, New York 10022.

STATE OF NEW YORK
COUNTY OF NEW YORK

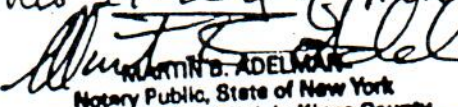
SEYMOUR D. REICH, being duly sworn, deposes and says:

I am the President of AMERICAN ZIONIST MOVEMENT, INC., (formerly American Zionist Federation, Inc.), I have read the foregoing CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION and know the contents thereof, the same are true to deponent's own knowledge.


SEYMOUR D. REICH

*Sworn to before me
This 29th day of March, 1993*

STATE OF NEW YORK
COUNTY OF NEW YORK


MARTIN B. ADELMAN
Notary Public, State of New York
No. 24-0018890 Qual. in Kings County
Commission Expires March 30, 1995

KAREN RUBINSTEIN, being duly sworn, deposes and says:

I am the Recording Secretary of AMERICAN ZIONIST MOVEMENT, INC., (formerly American Zionist Federation, Inc.), I have read the foregoing CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION and know the contents thereof, the same are true to deponent's own knowledge.


KAREN RUBINSTEIN

*Sworn to before me this
29th day of March, 1993.*


Notary Public

MARTIN B. ADELMAN
Notary Public, State of New York
No. 24-0018890 Qual. in Kings County
Commission Expires March 30, 1995

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Dated: New York, New York
March 23rd, 1993

AMERICAN ZIONIST MOVEMENT, INC.

BY 
SEYMOUR H. REICH, President

BY 
KAREN RUBINSTEIN, Secretary

I, **WILLIAM P. MCCOFE** ; a Justice of the Supreme Court
First Judicial District of the Supreme Court for the State of New York
hereby give:
Approval for the Certificate of Amendment to the
Certificate of Incorporation of the American Zionist Federation,
Inc., is hereby GRANTED.

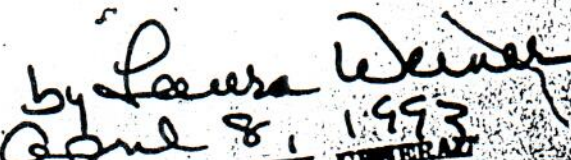
APR 12 1993

THE UNDERSIGNED HAS NO OBJECTION
TO THE FILING OF JUDICIAL
APPROVAL AND WAIVES
NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK


JUSTICE
SUPREME COURT OF THE STATE OF NY
FIRST JUDICIAL DISTRICT

WILLIAM P. MCCOFE

2
by 
April 8, 1993
ASSISTANT ATTORNEY GENERAL
2

STATEMENT OF SERVICE
By Mail, or Overnight Delivery Service

STATE OF NEW YORK
COUNTY OF

I am not a party to this action; I am over 18 years of age; and I reside at

On 199 I served a true copy of the within papers upon the herein after named attorney(s) for the party(ies) indicated at the address(es) above hereinafter and designated by said attorney(s) for that purpose, in the manner checked hereinafter:

(Continued on the right)

NOTICE OF ENTRY OR SETTLEMENT

(Check and complete appropriate box and section)

Sir(s):

PLEASE TAKE NOTICE that a

of which the within is a (true) (certified) copy

☐ NOTICE OF ENTRY

was duly entered in the within named court on 199

☐ NOTICE OF SETTLEMENT

will be presented for settlement to the Hon.

one of the Judges of the within named court at the Courthouse at

on 199

at o'clock M.

Dated: 199

Yours, etc.,

MARTIN B. ADELMAN, P.C.

Attorney(s) for

Office and Post Office Address

225 BROADWAY
NEW YORK, N.Y. 10007

To

Attorney(s) for

Index No.

SECRETARY OF STATE
STATE OF NEW YORK

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION**

OF

AMERICAN ZIONIST FEDERATION, INC.
UNDER SECTION 803 OF THE NOT-
FOR-PROFIT CORPORATION LAW

INCLUDING CHANGE OF NAME TO

AMERICAN ZIONIST MOVEMENT, INC.

MARTIN B. ADELMAN, P.C.

Attorney(s) for AMERICAN ZIONIST
MOVEMENT, INC.
Office and Post Office Address

225 BROADWAY
NEW YORK, N.Y. 10007
(212) 732-4343

To

Attorney(s) For

4

Continuation of Affidavit of Service

☐ BY TRANSMISSION OF A TRUE COPY
of this Affidavit by

the facsimile transmission service designated, and not thereafter changed or terminated by said attorney(s) for that purpose. Upon completion of the transmission, I received a signed return from the plaintiff's facsimile transmission receipt, and on the same day I mailed a true copy to said attorney(s) at the address(es) shown below, and in the same manner set forth below for mail service.

☐ OVERNIGHT DELIVERY SERVICE by
delivering a true copy to the custody of

a firm which regularly provides items for overnight delivery to any address in the state prior to the latest time on said service date designated by such firm for overnight delivery. Said copy was enclosed in a sealed wrapper, was prepaid or charged to a valid account with said firm and was properly addressed to said attorney(s) at the address(es) shown below.

☐ MAIL SERVICE by depositing a true copy enclosed in a sealed postpaid wrapper, properly addressed as shown below, in an official depository under the exclusive care and custody of the United States Postal Service within the state of New York.

(All attempts served, party represented and addressed) for service

STATE OF NEW YORK
DEPARTMENT OF STATE
APR 20 1993

FILED
TAX \$

BY:

Type or Print Name Below Signature

Sworn to before me

this day of

199

State of New York } ss:
Department of State }

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is
a correct transcript of said original.*

JUN 4 - 1993

Witness my hand and seal of the Department of State on



Secretary of State

State of New York }
Department of State } ss.:

8605

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State
and that the same is a correct transcript of said original.*

WITNESS my hand and seal of the Department of State on

MAR 26 1970


Secretary of State

CERTIFICATE OF INCORPORATION

-of-

AMERICAN ZIONIST FEDERATION, INC.

(Pursuant to the Membership Corporations Law)

WE, the undersigned, for the purpose of forming a membership corporation, pursuant to the Membership Corporations Law of the State of New York, do hereby certify:

FIRST: The name of the proposed corporation shall be AMERICAN ZIONIST FEDERATION, INC.

SECOND: The purposes for which it is formed are:

(a) 1. To motivate American Jews to accept the Zionist principles that the Jews the world over are one people, united by a common history, heritage, and destiny, with Israel as the center of Jewish life everywhere;

2. To foster Zionist and Jewish ideals among Jews in the United States and engage in activities on behalf of the Zionist Movement in the United States, within such limitations as are provided by law; X

3. To interpret the history, social and cultural life, achievements and problems of American Jewry and Zionism to Jewish communities throughout the world;

4. To collect and disseminate such information as may help safeguard the Jewish homeland and protect Jewish rights everywhere;

5. To cooperate with agencies assisting Jews who need or want to settle in Israel;

6. To encourage the development of institutions and data for education in Judaism, Hebrew and the culture of the Jewish people;

7. To promote research, study and discussion of Zionist ideas and aims;

8. To foster and support programs which will involve American Jewish youth in Zionist activities, and to encourage their participation in the work of the organization nationally and locally;

9. To further the efforts of the United Jewish Appeal, the United Israel Appeal, the Jewish National Fund, Jewish welfare funds and federations, and other fund-raising agencies supporting Jewish education and youth programs and advancing Jewish welfare.

(b) As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

1. To appeal for, accept and receive, from any person, firm, corporation, society or association, welfare or community fund, contributions, pledges or donations of money, securities, subscriptions, gifts, legacies, bequests, and property in any other form, whether personal property or real property, or mixed, and wherever the same may be situated.

2. To hold, administer, sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and

personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
4. To invest and reinvest its funds in such stock common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended.
5. To establish branches, committees, groups and associations affiliated with the corporation, in all the states, territories and possessions of the United States, and other countries, for the purpose of carrying out the objects of the corporation, as aforesaid.
6. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation subject to the further limitation and condition

that only such powers shall be exercised as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(c) No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, trustee, officer of 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. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(d) Upon the dissolution of the Corporation or of the winding up of its affairs, the assets of the Corporation shall be distributed solely to religious, charitable or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 as they then existed or as they may hereafter be amended, subject to the approval of the Supreme Court of the State of New York.

(e) Nothing herein contained shall authorize the doing of any act which would require the approval of any department of the State of New York or the doing of any act mentioned in Membership Corporations Law Sec. 11 or Social Welfare Law Sec. 35.

THIRD: The territories in which the operations of the Corporation are principally to be conducted are the United States of America and its territories, dependencies and possessions; the Dominion of Canada and other countries in the Western Hemisphere, and countries in other parts of the world.

FOURTH: The city and county in which the office of the Corporation is to be located are the City of New York, County of New York.

FIFTH: The number of directors of the Corporation will not be less than three (3) nor more than three hundred (300).

SIXTH: The names and residences of all of the directors of the Corporation until the first annual meeting are:

<u>NAMES</u>	<u>ADDRESSES</u>
David M. Chaitin	Apt. 1906, John F. Kennedy Apts. 1901 John F. Kennedy Boulevard Philadelphia, Pa. 19103
Philip Cruso	301 Oriental Boulevard Brooklyn, New York 11235
Charlotte Jacobson	200 East 205th Street Bronx, New York 10458
Martin E. Kagan	250 East 178th Street Bronx, New York 10457
Jacob Katzman	100 LaSalle Street New York, New York 10027
Rose B. Kaufman	150 West End Avenue (Apt. 19E) New York, New York 10023
Melvin M. Klarfeld	220-37 73rd Avenue Bayside, New York 11361
Israel Miller	2619 Davidson Avenue Bronx, New York 10468
Emanuel Neumann	749 West End Avenue New York, New York 10025
Raymond M. Patt	2785 Bedford Avenue Brooklyn, New York 11210
Samuel Rothstein	2402 Avenue J. Brooklyn, New York 11210

Herschel Schacter

3330 Rochambeau Avenue
Bronx, New York 10467

Joseph Schechtmann

85-43 168th Place
Jamaica, New York 11432

Faye L. Schenk

115 Central Park West
New York, New York 10023

Jacques Torczyner

124 West 79th Street
New York, New York 10024

Herman L. Weisman

25 Sutton Place South
New York, New York 10022

SEVENTH: The Corporation shall have no capital stock and shall not be conducted for profit.

EIGHTH: All of the subscribers to this Certificate are of full age; at least two-thirds of them are citizens of the United States; and at least one of them is a resident of the State of New York, and of the persons named as directors, at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledged this Certificate this 12th day of February, 1970.

David M. Chaitin

Philip Gross

Charlotte Weisman

Mrs. G. Hoff

Isaac H. H. H.

" " "

Isaac H. H.

Isaac H. H.

E. Neumann

W. W. W.

Herschel Schaefer

Joseph Schaefer

Faye L. Schenk

Herman Weisman

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
DAVID M. CHAITIN, to me known and known to me to be the
individual described in and who executed the foregoing Certificate
of Incorporation, and he thereupon duly acknowledged to me that
he executed the same.



Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 03-4401377
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
PHILIP CRUSO, to me known and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and he thereupon duly acknowledged to me that he
executed the same.

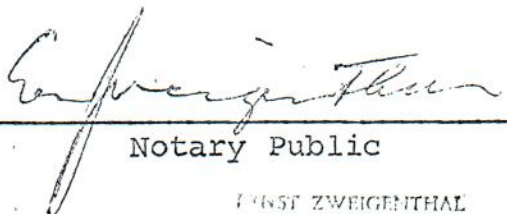


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 03-4401300
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 17th day of February, 1970, before me came
CHARLOTTE JACOBSON, to me known and known to me to be the
individual described in and who executed the foregoing Certi-
ficate of Incorporation, and she thereupon duly acknowledged
to me that she executed the same.

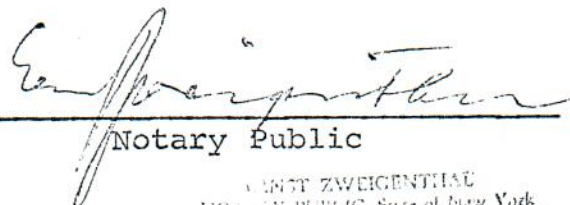


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 01-4401398
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
MARTIN E. KAGAN, to me known and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and he thereupon duly acknowledged to me that he
executed the same.

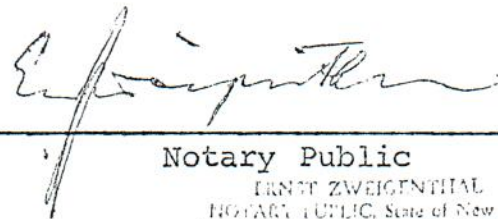


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 01-4401398
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
JACOB KATZMAN, to me known and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and he thereupon duly acknowledged to me that he
execute the same.

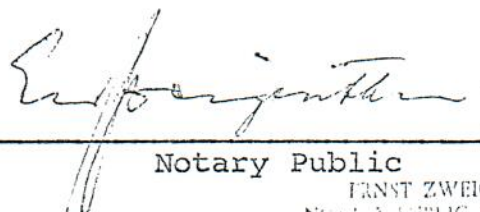


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 65-4401300
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
ROSE B. KAUFMAN, to me known and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and she thereupon duly acknowledged to me that she
executed the same.



Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 65-4401300
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

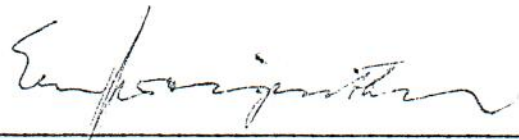
On this 12th day of February, 1970, before me came
MELVIN M. KLARFELD, to me known and known to me to be the
individual described in and who executed the foregoing Certi-
ficate of Incorporation, and he thereupon duly acknowledged to
me that he executed the same.



Notary Public
ERNST ZWIGENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 67-4401399
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)


On this 12th day of February, 1970, before me came
ISRAEL MILLER, to me known and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and he thereupon duly acknowledged to me that he
executed the same.



Notary Public
ERNST ZWIGENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 67-4401399
Commission Expires March 30, 1971

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
EMANUEL NEUMANN, to me known and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and he thereupon duly acknowledged to me that he
executed the same.

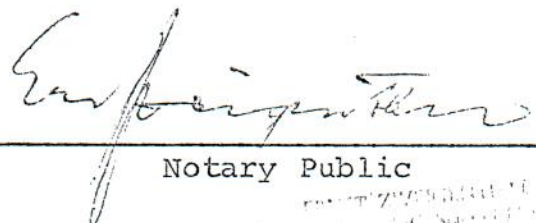


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Grand County No. 01-4401300
Commission Expires March 30, 1971

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
RAYMOND M. PATT, to me know and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and he thereupon duly acknowledged to me that he
executed the same.

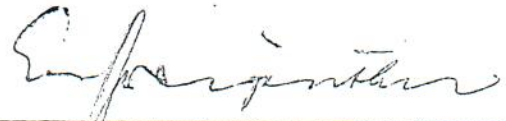


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Grand County No. 01-4401300
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
SAMUEL ROTHSTEIN, to me known and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and he thereupon duly acknowledged to me that he
executed the same.

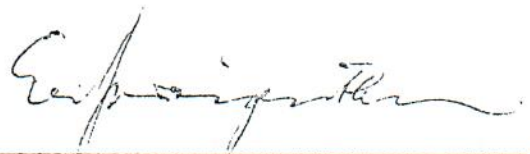


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in New York No. 03-4491399
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
HERSCHEL SCHACTER, to me known and known to me to be the
individual described in and who executed the foregoing Certificate
of Incorporation, and he thereupon duly acknowledged to me that
he executed the same.



Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in New York No. 03-4491399
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
JOSEPH SCHECHTMANN, to me known and known to me to be the
individual described in and who executed the foregoing Certificate
of Incorporation, and he thereupon duly acknowledged to me that
he executed the same.

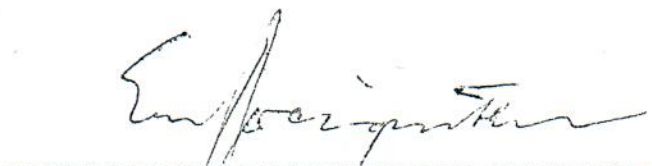


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 01-440,300
Commission Expires March 30, 1971

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of February, 1970, before me came
FAYE L. SCHENK, to me known and known to me to be the individual
described in and who executed the foregoing Certificate of
Incorporation, and she thereupon duly acknowledged to me that she
executed the same.

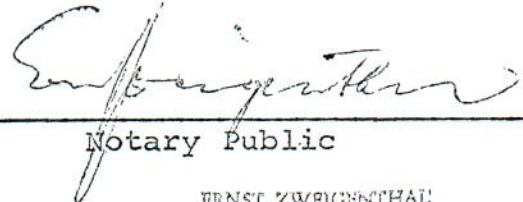


Notary Public

ERNST ZWEIFENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 01-440,300
Commission Expires March 30, 1971

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 15 day of February, 1970, before me came
JACQUES TORCZYNER, to me known and known to me to be the
individual described in and who executed the foregoing Certi-
ficate of Incorporation, and he thereupon duly acknowledged to
me that he executed the same.



Notary Public

ERNST ZWEIGENTHAL
NOTARY PUBLIC, State of New York
Qualified in Bronx County No. 03-4401300
Commission Expires March 30, 1971

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 13th day of February, 1970, before me came
HERMAN L. WEISMAN, to me known and known to me to be the
individual described in and who executed the foregoing Certificate
of Incorporation, and he thereupon duly acknowledged to me that
he executed the same.



Notary Public

NETTIE W. KRAMER
Notary Public, State of New York
No. 24-7355110
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1970

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

LYONEL E. ZUNZ, being duly sworn, deposes and says:

That he is a member of the firm of GUZIK and BOUKSTEIN,
attorneys for the subscribers to the annexed Certificate of
Incorporation of AMERICAN ZIONIST FEDERATION, INC., and that no
previous application for the approval of such Certificate by a
Justice of the Supreme Court has ever been made.



Sworn to before me this
12th day of March, 1970.



Notary Public

LAWRENCE LEFKOWITZ
Notary Public, State of New York
No. 68-7474015
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1970

I,

GERALD P. CULKIN

a Justice of the Supreme Court of the First Judicial District,
hereby approve the foregoing Certificate of Incorporation of
AMERICAN ZIONIST FEDERATION, INC.

Dated:

March 20, 1970



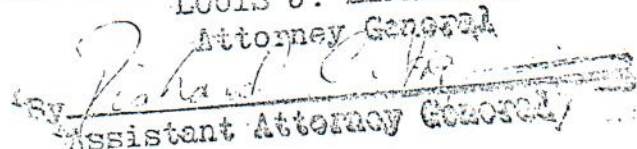
Justice of the Supreme Court
of the State of New York

Notice of Application Waived
(This is not to be deemed an
approval on behalf of any
Department or Agency of the
State of New York, nor an
authorization of activities
otherwise limited by law.)

Dated: March 11, 1970

LOUIS J. LEFKOWITZ

Attorney General



Assistant Attorney General