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Certificate of Incorporation
of
Jewish Federation of Delaware,
Inc.

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RECEIVED AND FILED

MAR 19 1936

Walter D. ...
Secretary of State

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*The Incorporation
of the Jewish Federation of Delaware, Del.*

*To be copied
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H. Gluckman, Atty
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CERTIFICATE OF INCORPORATION
OF
JEWISH FEDERATION OF DELAWARE, INC.

FIRST.

The name of the Corporation shall be "JEWISH FEDERATION OF DELAWARE, INC."

SECOND.

The location of the said Corporation and place wherein its business shall be transacted, is No. 100 East Seventh Street, in the City of Wilmington, County of New Castle and State of Delaware, and the name and address of its resident agent is the Corporation itself, 100 East 7th Street, Wilmington, Delaware.

THIRD.

The Jewish Federation of Delaware is a representative Body empowered to speak for and represent the Wilmington Jewish Community. It shall be the mechanism through which to secure cooperation from individuals and groups of Wilmington Jewry in carrying out a Jewish social welfare program.

The Jewish Federation of Delaware shall consider, plan and deal intelligently and effectively with all local, Regional, National and Over-seas problems which in the opinion of members and member agencies affect the welfare of any part of our Jewish Community. It shall plan for a consistent work relationship and co-ordination of efforts of its constituent agencies in their communal endeavors.

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FOURTH.

The said Corporation shall have no Capital Stock and shall not exist for profit.

FIFTH.

The names and residences of the Incorporators are as follows:

| <u>NAME.</u> | <u>RESIDENCE.</u> |
|---------------------|-----------------------|
| Leslie H. Gluckman, | Wilmington, Delaware, |
| F. C. Hanf, | Wilmington, Delaware, |
| Mary E. Irwin, | Wilmington, Delaware, |

The conditions of membership in this Corporation shall be as stated in the By-Laws of the said Corporation.

SIXTH.

The Corporation shall have perpetual existence.

SEVENTH.

The oversight and temporal business and affairs of said Corporation shall be vested in a Board of Directors who shall be elected at such time and in such manner as the By-Laws shall prescribe.

The said Directors shall hold office for such terms as the By-Laws shall prescribe and until their successors are legally elected, subject, nevertheless, to the power of removal of any Director or Directors from said office by the said Corporation for legal cause and upon such proofs and legal notice and hearing as may be provided by the By-Laws. Any vacancy occurring in the Board of Directors shall be filled in the manner prescribed by the By-Laws, and the person or persons chosen to fill such vacancy shall hold office for the unexpired term of such Director or Directors whose terms have been vacated or until his or their successors are chosen.

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EIGHTH.

The private property of the incorporators or members of the Corporation shall not be subject to the payment of corporate debts.

NINTH.

The Corporation shall have power to take, own and to hold by gift, purchase, devise, or bequest, and to deal in, mortgage or otherwise lien, and to lease, sell, exchange or transfer, or in any manner whatever dispose of real or personal property wherever situated not exceeding the amount limited by law, and all the property thereof shall be taken in and held in the name of the Corporation.

The real estate of said Corporation shall not be alienated or encumbered in any manner unless a majority of said Board of Directors shall so authorize by a resolution adopted at the regular meeting of the Board of Directors, or at such special meeting as may be called for that purpose after three (3) days notice prior to the time fixed for such meeting, and such resolution to be operative shall first be duly recorded upon the minutes of the meeting adopting the same.

The Board of Directors shall not have the power to incur any indebtedness except as may be necessary for the successful carrying out of the purposes and interests of said Corporation.

TENTH.

The Board of Directors shall have power by a vote of the majority of their members to suspend or forfeit the membership of any member of this Corporation for non-payment of annual subscription or for conduct on his or her part, likely, in the opinion of the Board of Directors to endanger the welfare, interest or character of the Corporation, but an opportunity

shall be first given such member to be heard before the Board of Directors in his or her defense.

Any person who shall cease to be a member of the Corporation shall forfeit all rights or interests in the property of the Corporation. The membership may be further enlarged, limited or restricted according to the regulations made by the Board of Directors from time to time.

If the By-Laws so provide and by resolution passed by a majority of the whole Board, the said Board of Directors shall have power to designate two or more of their number to constitute an Executive Committee, as provided in said resolution and the By-Laws of this Corporation, and may have and exercise all the powers of the Board of Directors in the management of the business and affairs of the Corporation, and have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and members herein are granted subject to this reservation.

The members and directors shall have power to hold their meetings, and keep the books, documents and papers of this Corporation out of the State of Delaware, and at such place as may be from time to time designated by the By-Laws or by resolution of the members or directors, except as otherwise required by the laws of the State of Delaware.

ELEVENTH.

The By-Laws of this Corporation shall be deemed and taken to be its law, subordinate to the Statutes of the State of Delaware, this Charter, the Constitution of the United States

and the Constitution of the State of Delaware.

They shall be altered and amended as provided therein and shall prescribe the powers and duties of the Directors therein mentioned and of those to be thereafter elected; the times and places of the meetings of the members of this Corporation; the manner of selecting Directors and such other members as the By-Laws may prescribe, the duties and powers of such other officers and all other matters and things necessary for the successful carrying on of the purposes and interests of said corporation.

WE, THE UNDERSIGNED, for the purpose of forming a Corporation under the Laws of the State of Delaware, do make, record and file this Certificate and do certify that the facts herein stated are true.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of March, A. D. 1936.

Witness:

Arthur C. Gluchman

Leslie H. Gluckman (SEAL)

J. P. Kauf (SEAL)

Mary E. Truini (SEAL)

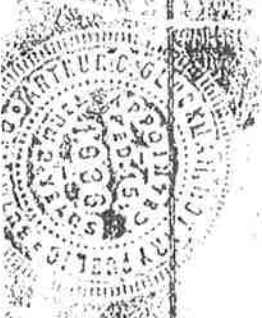
State of Delaware,
County of New Castle.

SS.

BE IT REMEMBERED, That on this 18th
day of March, A. D. 1938, personally appeared before me, the
subscriber, a Notary Public for the State and County aforesaid,
Leslie H. Gluckman, F. C. Hanf and Mary E. Irwin, all the parties
to the foregoing certificate of incorporation, known to me
personally to be such, and severally acknowledged the said
certificate to be their act and deed respectively, and that the
facts therein stated were truly set forth.

GIVEN under my hand and seal of office the
day and year aforesaid.

Arthur C. Gluckman
Notary Public.



The Corp
701 Market St

Change of Office Only

Certificate of Change of
Location of Registered
Office and Registered Agent
of Jewish Federation of
Delaware, Inc.

3485-19
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JAN 10 1972

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Walter H. Simpson
DEPARTMENT OF STATE

LAW OFFICES OF
BAYARD, BRILL & HANDELMAN
MARKET TOWER
801 MARKET STREET

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**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED
OFFICE AND REGISTERED AGENT
OF
JEWISH FEDERATION OF DELAWARE, INC.**

The Board of Directors of the Jewish Federation of Delaware, Inc. a corporation of Delaware, on this 17th day of November, A. D. 1971 do hereby resolve and order that the location of the registered office of this corporation within this State be, and the same hereby is 701 Shipley Street, in the City of Wilmington, in the County of New Castle.

The name of the registered agent therein and in charge thereof upon whom process against this corporation may be served, is the corporation itself.

The Jewish Federation of Delaware, Inc., a corporation of Delaware, doth hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and Attested by its Secretary, and its corporate seal to be hereto affixed, the 30th day of December, 1971.

By Howard M. Handelman
President

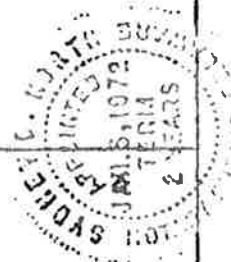
ATTEST:

STATE OF DELAWARE)
 : SS.
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 30th day of December, A. D. 1971, personally came before me a Notary Public in and for the County and State aforesaid, Howard M. Handelman, President of a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he the said Howard M. Handelman as such President, duly executed the said Certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; that the signature of the President of said corporation to the foregoing certificate is in the handwriting of the said President of said corporation, and that the seal affixed to said certificate, and attested by the secretary of said corporation, is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public



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SECRETARY OF STATE
DOVER, DELAWARE

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JAN 24 1979

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*Allen C. K...
SECRETARY OF STATE*

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OFFICE AND/OR REGISTERED AGENT

OF

The Board of Directors of the Jewish Federation of Delaware, Inc.

, a Corporation of Delaware, on this 18th

Day of August, A.D. 1978, do hereby resolve

and order that the location of the Registered Office of this Corporation within this

State be, and the same hereby is 101 Garden of Eden Road

Street, in the City of Wilmington, in the County of New Castle

The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is Jewish Federation of Delaware, Inc.

The Jewish Federation of Delaware, Inc., a Corporation of Delaware, doth hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its President and Attested by its Secretary, and its corporate seal to be hereto affixed, the eleventh day of January A.D., 1979.

By: Nisson Finkelstein
President
Nisson Finkelstein

(SEAL)

ATTEST:

[Signature]
Secretary

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JEWISH FEDERATION OF DELAWARE, INC.

Joseph G. ...
SECRETARY OF STATE

JEWISH FEDERATION OF DELAWARE, INC., a Delaware corporation
without capital stock, does hereby certify as follows:

1. That Article SEVENTH of the Certificate of Incorporation
of this corporation is amended by inserting the following as a third
paragraph thereof:

"SEVENTH: As to any act or omission occurring after
this provision becomes effective, a director of this corpora-
tion shall have no personal liability to the corporation
or its members for monetary damages for breach of fiduciary
duty as a director, provided that this provision shall not
eliminate the liability of a director (i) for any breach
of the director's duty of loyalty to the corporation or its
members, (ii) for acts or omissions not in good faith or
which involve intentional misconduct or a knowing violation
of law, or (iii) for any transaction from which the director
derived an improper personal benefit."

2. The Certificate of Incorporation of this corporation
is amended by adding the following as a new Article EIGHTH:

"EIGHTH: (A) This corporation shall indemnify any
person who was or is a party or is threatened to be made
a party to any threatened, pending or completed action, suit
or proceeding, whether civil, criminal, administrative or
investigative (other than an action by or in the right of
this corporation), by reason of the fact that he is or was
a director, officer, employee or agent of this corporation,
or is or was serving at the request of this corporation,
as a director, officer, employee or agent of another corpora-
tion, partnership, joint venture, trust or other enterprise,
against expenses (including attorneys' fees), judgments,
fines and amounts paid in settlement actually and reasonably
incurred by him in connection with such act, suit or proceeding
if he acted in good faith and in a manner he reasonably be-
lieved to be in or not opposed to the best interests of this
corporation, and with respect to any criminal action or pro-

ceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(B) This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

(C) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in Section 145 of the Delaware General Corporation Law. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(D) In addition to the right of indemnification provided for in this Article EIGHTH, this corporation shall, to the fullest and broadest extent permitted by applicable law, including, without limitation, Section 145 of the Delaware General Corporation Law as it may be amended from time to

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time, indemnify all persons whom it may indemnify pursuant thereto.

(E) The right of indemnification provided for in this Article EIGHTH shall apply as to action by any person in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(F) The right of indemnification provided by this Article EIGHTH shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(G) The right of indemnification provided by this Article EIGHTH shall be deemed to be a contract between this corporation and each director, officer, employee or agent of this corporation who serves in such capacity, both as to action in his official capacity and as to action in another capacity while holding such office, at any time while this Article EIGHTH and the relevant provisions of the General Corporation Law of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(H) Notwithstanding any provision of this Article EIGHTH to the contrary, this corporation may, but shall not be obligated to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability.

(I) For purposes of this Article EIGHTH, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed

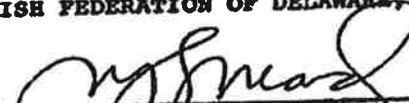
on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article EIGHTH."

3. The Certificate of Incorporation of this corporation is amended by renumbering existing Articles EIGHTH, NINTH, TENTH and ELEVENTH to read Articles NINTH, TENTH, ELEVENTH and TWELFTH, respectively.

4. The amendments effected hereby have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, JEWISH FEDERATION OF DELAWARE, INC. has caused this Certificate to be signed by its President, Martin G. Mand, and attested by its Secretary, Steven L. Edell, and the common and corporate seal affixed hereto, this 10th day of April, A.D. 1987.

JEWISH FEDERATION OF DELAWARE, INC.

By: 
Martin G. Mand, President

Attest: 
Steven L. Edell, Secretary



**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF LOCATION
OF REGISTERED OFFICE
AND/OR REGISTERED AGENT**

The Board of Directors of JEWISH FEDERATION OF DELAWARE, INC.
a Corporation of Delaware, on this 12TH day of
DECEMBER, A.D. 19 96, do hereby resolve and order that the
location of the Registered Office of this corporation within this State be, and the
same hereby is 300 DELAWARE AVENUE, (P.O. BOX 2193)
in the City of WILMINGTON, County
of NEW CASTLE Zip Code 19801 (19899).

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is The corporation itself

a Corporation of Delaware, does hereby certify that the foregoing is a true
copy of a resolution adopted by the Board of Directors at a meeting held as herein
stated.

JEWISH FEDERATION OF DELAWARE, INC.
IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 20TH day of JANUARY
A.D., 19 97.

BY: Judy B Wortman

TITLE OF OFFICER: EXECUTIVE VICE PRESIDENT

JUDY B. WORTMAN

STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF LOCATION
OF REGISTERED OFFICE
AND/OR REGISTERED AGENT

The Board of Directors of Jewish Federation of Delaware, Inc.,
a Corporation of Delaware, on this 5th day of
February, A.D. 19 98, do hereby resolve and order that the
location of the Registered Office of this corporation within this State be, and the
same hereby is 100 West 10th, Suite 301
Street, in the City of Wilmington, County
of New Castle Zip Code 19801-1628.

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is _____
Jewish Federation of Delaware, Inc.

~~IN WITNESS WHEREOF~~, said Corporation has caused this certificate to be
signed by an authorized officer, the 5th day of February,
A.D., 19 98.

BY: Leslie Newman
Leslie Newman

TITLE OF OFFICER: President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/18/1998
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