

Beit Kohanot, Inc.

Restated ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **Beit Kohanot, Inc, doing business as Chevra HaChachamot.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Beit Kohanot, Inc. dba Chevra HaChachamot is a non-profit religious order, congregation, and organization, incorporated, and shall operate exclusively for religious, educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **Beit Kohanot, Inc. dba Chevra HaChamot's** purpose is to **establish a religious congregation online and eventually in a fixed physical location, including a religious school for women-identifying persons who wish to be ordained into our order, a miqvah, a community kitchen & social hall, a garden & orchard, a sanctuary, a mutual aid program of charitable support, and other programs as necessary for the benefit of our religious community.**

Our vision for our program includes worship services weekly and on appropriate holy days, as well as an adult education course of study that will lead to certification and/or ordination of graduates in our order, a community garden and/or cooperation with local farmers to provide meals and prepared food for the congregation and the home-bound, religious education for children of community members, and eventually residential facilities for women, especially older/retired members of our order, staff, and those studying for ordination in our order.

Beit Kohanot, Inc, dba Chevra HaChachamot believes that mutual aid and charitable support for religious women-identifying persons is an important program in these uncertain economic times,

and seeks to provide ecumenical education for women in spite of the hostility towards women officiating priestly services by more orthodox branches of our religion.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for religious, educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer positions which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Beit Kohanot, Inc. dba Chevra HaChachamot is designated as a religious order and congregation, and will also be a public benefit corporation through our charitable and educational programming.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Beit Kohanot, Inc. dba Chevra HaChachamot is organized exclusively for religious, charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of **Beit Kohanot, Inc. dba Chevra HaChachamot** shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Beit Kohanot, Inc. dba Chevra HaChachamot is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its religious, educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual as profits, dividends, or interest, or any similar type of disbursement regularly attributed to a for-profit corporation.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Beit Kohanot, Inc. dba Chevra HaChachamot**, of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **Beit Kohanot, Inc. dba Chevra HaChachamot**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a religious or charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. Examples of an acceptable organization would be another synagogue, a Jewish women's education program, or a food justice organization.

The organization to receive the assets of **Beit Kohanot, Inc.**, hereunder shall be selected by the discretion of a majority of the managing body of the **Beit Kohanot, Inc.** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Beit Kohanot, Inc.**, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations involved in Jewish women's education or services.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to Ohavay Zion Congregation of Lexington, Ky.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 the purposes set forth in Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Beit Kohanot, Inc. dba Chevra HaChachamot shall be governed by its Board of Directors.

5.02 Initial Directors

The initial directors of the corporation shall be **Leah Kiser, Treasurer; Na'amah Segal, Board Chair; Kimberly Bourne, Director; and Bradley Karas, Advisory Board Chair.**

Additional Board Officers and Directors may be added by a two-thirds (2/3) majority vote of the existing Board. Any Board Officer or Director may be removed from the organization's governing body by a two-third (2/3) vote of "no confidence" by the remaining officers & directors.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Beit Kohanot, Inc. dba Chevra HaChachamot shall have members, upon payment of tuition or dues, or an affirmation of affiliation with our religious order. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation or Bylaws may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

c/o Leah Kiser, 210 E High St #497, Lexington KY 40507

The administrative / mailing address of the corporation is:

c/o Leah Kiser, 210 E High St #497, Lexington KY 40507.

ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Ahavah Ariel Sacred Arts LLC

% REGISTERED AGENTS INC

212 N 2ND ST STE 100

RICHMOND, KY 40475

ARTICLE X

Four
Original Directors and **INCORPORATORS**

Four Original Directors and four original
incorporators of the corporation are as follows:

- 1. Leah Kiser, Treasurer, PO Box 497 Lexington KY 40588**
- 2. Na'amah Segal, Board Chair, PO Box 497 Lexington KY 40588**
- 3. Kimberly Bourne, Director, PO Box 497 Lexington KY 40588**
- 4. Bradley Karas, Director, PO Box 497 Lexington KY 40588**

as certified on page 6 of this document:

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of
Beit Kohanot, Inc. dba Chevra HaChachamot
were approved by the board of directors on **August 24, 2022** in an online meeting via Zoom, and
constitute a complete copy of Articles of Incorporation of Beit Kohanot, Inc.

Names, addresses and signatures of all directors and incorporators:

Na'amah Segal Karas, Board Chair, PO Box 497, Lexington KY 40588-0497

Na'amah Segal Karas Date: 12/02/2022

Leah Kiser, Treasurer, 210 E High St #497, Lexington KY 40507

Leah Kiser Date: 12/2/2022

Kimberly Bourne, Director, PO Box 497, Lexington KY 40588-0497

Kim Spiwak Bourne Date: Dec 12, 2022

Bradley Karas, Director & Advisory Board Chair, PO Box 497, Lexington KY 40588-0797

Bradley Karas Date: 12/2/22

Acknowledgment of consent to appointment as registered agent

I, **Gayle Bourne**, CEO of **Ahavah Ariel Sacred Arts LLC**, agree to be the registered agent for
Beit Kohanot, Inc. as appointed herein.

Registered Agent Gayle Bourne Date: 12/02/2022