ARTICLES OF AMENDMENT

OF THE ARTICLES OF INCORPORATION OF

RICHMOND JEWISH FOUNDATION

1. Name of Corporation. The name of the Corporation is Richmond Jewish Foundation.

2. Text of Amendment. The text of the amendment is as follows:

> The provisions of paragraph E of the Amended and Restated Articles of Incorporation of the Corporation dated July 23, 1992, as previously amended, are deleted in their entirety, and the following inserted in place thereof:
>
> E. Directors. The initial Directors of the Corporation will be appointed by the Jewish Community Federation of Richmond. Subsequent Directors will be nominated and elected, in accordance with the Corporation's Bylaws, by the Directors of the Corporation. Upon the effectiveness of the election of Directors at the 2006 annual meeting of the Board of Directors, the number of Directors to be elected shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the Directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the Directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the Directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of Directors shall be elected by the Board of Directors for a term of three years, to succeed those whose terms expired. Directors appointed to fill vacancies resulting from an increase in the number of Directors shall be initially appointed for terms of one, two or three years, such that each group of Directors will continue to contain one-third of the

total, as nearly equal in number as possible. In addition to the foregoing 27 Directors, the two (2) immediate past presidents of the Corporation and the then president of the Jewish Community Federation of Richmond shall also be members of the Board of Directors.

3. Date of Adoption. The amendment was adopted on May 17, 2007.

4. Adoption by Board of Directors. The amendment was adopted by the consent of the required percentage (75%) of the Directors of the Corporation.

5. No Members. The Corporation has no members.

Dated: November 8, 2007

Richmond Jewish Foundation

By: Stewart M Kasen
Stewart Kasen, President

ARTICLES OF AMENDMENT

OF THE ARTICLES OF INCORPORATION OF

RICHMOND JEWISH FOUNDATION

1. Name of Corporation. The name of the Corporation is Richmond Jewish Foundation.

2. Text of Amendment. The text of the amendment is as follows:

> The provisions of paragraph E of the Amended and Restated Articles of Incorporation of the Corporation dated July 23, 1992 are deleted in their entirety, and the following inserted in place thereof:
>
> E. Directors. The initial Directors of the Corporation will be appointed by the Jewish Community Federation of Richmond. Subsequent Directors will be nominated and elected, in accordance with the Corporation's Bylaws, by the Directors of the Corporation. Upon the effectiveness of the election of Directors at the 2006 annual meeting of the Board of Directors, the number of Directors to be elected shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the Directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the Directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the Directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of Directors shall be elected by the Board of Directors for a term of three years, to succeed those whose terms expired. Directors appointed to fill vacancies resulting from an increase in the number of Directors shall be initially appointed for terms of one, two or three years, such that each group of Directors will continue to contain one-third of the total, as nearly equal in number as possible.

3. Date of Adoption. The amendment was adopted on May 18, 2006.

4. Adoption by Board of Directors. The amendment was adopted by the consent of the required percentage (75%) of the Directors of the Corporation.

5. No Members. The Corporation has no members.

Dated: May 18, 2006

Richmond Jewish Foundation

By: _____
Stewart Kasen, President

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ARTICLES OF AMENDMENT

of the Articles of Incorporation of

ENDOWMENT FUND OF THE
JEWISH COMMUNITY FEDERATION OF RICHMOND

1. Name of Corporation. The name of the corporation is Endowment Fund of the Jewish Community Federation of Richmond.

2. Text of Amendment. The text of the amendment is as follows:

> The provisions of paragraph A of the articles of incorporation of the corporation are deleted in their entirety, and the following inserted in place thereof:
>
> A. Name. The name of the Corporation is Richmond Jewish Foundation.

3. Date of Adoption. The amendment was adopted on March 20, 2002.

4. Adoption by Board of Directors. The amendment was adopted by unanimous consent of the directors of the corporation.

5. No Members. The corporation has no members.

Dated: May 22, 2002

Endowment Fund of the Jewish Community Federation of Richmond

By _____
Mark Sisisky
President

#1059895

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ENDOWMENT FUND OF THE
JEWISH COMMUNITY FEDERATION OF RICHMOND

By consent in writing dated the 23rd day of July, 1992, signed by all of the directors of ENDOWMENT FUND OF THE JEWISH COMMUNITY FEDERATION OF RICHMOND, a Virginia nonstock corporation, the directors adopted the following Amended and Restated Articles of Incorporation. The above-referenced corporation has no members.

A. Corporate Name. The name of the corporation is ENDOWMENT FUND OF THE JEWISH COMMUNITY FEDERATION OF RICHMOND, a Virginia nonstock corporation, hereinafter referred to as the "Corporation."

B. Purposes.

1. To accept, acquire, and receive for any of its objects and purposes, any property of whatever kind, nature, or description and wherever situated and, subject to the restrictions and limitations hereinafter set forth, to hold, use and apply the whole or any part of the income therefrom and the principal thereof, either directly or by contributions to organizations that are described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision of law (the "Code"), exclusively for purposes which are set forth in Section 170(c)(2)(B) of the Code.

2. To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general to exercise and enjoy all other powers, rights, and privileges now or hereafter granted by law to corporations of such character, subject to the limitations herein set forth and in the Bylaws.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4. The Corporation shall (a) distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (c) not retain any excess business holdings as defined in Section 4943(c) of the Code, (d) not make any investment in such manner as to subject it to tax under Section 4944 of the Code, and (e) not make any taxable expenditures as defined in Section 4945(d) of the Code.

5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or 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 director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation.

6. Upon dissolution of the Corporation, all funds, property, and other assets of the Corporation that are not necessary to discharge its legal debts and obligations shall be distributed to the Jewish Community Federation of Richmond or its successor, so long as it shall continue to be an exempt organization under Section 501(c)(3) of the Code; provided, however, that if such named recipient is not then in existence or no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Code.

C. Registered Office and Agent. The post office address of the initial registered office of the Corporation is 701 East Byrd Street, P.O. Box 1Q, Richmond, Virginia 23202 and the name of the city in which the initial registered office is located is the City of Richmond, Virginia. The name of the initial registered agent of the Corporation is David F. Belkowitz, who is a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as that of the registered office of the Corporation.

D. Members. The Corporation shall have no members.

E. Directors. The initial directors of the Corporation shall be appointed by the Jewish Community Federation of Richmond. Subsequent directors will be nominated by the directors of the Corporation and appointed by the Jewish Community Federation of Richmond in accordance with the Bylaws. All past Chairpersons of the Board of Trustees of the Jewish Community Federation Endowment Fund of the Jewish Community

Federation of Richmond and the incumbent President of the Jewish Community Federation of Richmond shall be ex officio directors.

F. Limitation on Liability. In any proceeding brought by or on behalf of the Corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed one dollar, unless the officer or director engaged in willful misconduct or a knowing violation of the criminal law. Otherwise, the damages assessed against an officer or director in any proceeding shall not exceed the limit specified in the Virginia Nonstock Corporation Act.

DATED: July 24th, 1992

ENDOWMENT FUND OF THE JEWISH COMMUNITY FEDERATION OF RICHMOND

By: Robert S. Hyman
Robert S. Hyman, Secretary

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ARTICLES OF INCORPORATION
OF
ENDOWMENT FUND OF THE
JEWISH COMMUNITY FEDERATION OF RICHMOND

I hereby form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

A. Name. The name of the Corporation is Endowment Fund of the Jewish Community Federation of Richmond.

B. Purposes. The purposes for which the Corporation is to be formed are:

1. To solicit and receive assets, contributions, donations, gifts, bequests and devises from individuals, partnerships, corporations and other entities and organizations.

2. To manage assets for other organizations of a charitable or religious nature including their subsidiaries and/or endowment funds.

3. To act as a fiduciary under inter vivos or testamentary trust agreements.

4. To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general to exercise and enjoy all other powers, rights, and privileges now or hereafter granted by law to corporations of the character, and subject to the limitations herein set forth and in the Bylaws.

5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not

permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or 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 director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation.

7. Upon dissolution of the Corporation, all funds, property, and other assets of the Corporation that are not necessary to discharge its legal debts and obligations shall be distributed to the Jewish Community Federation of Richmond or their successor, so long as it or they shall be an exempt organization under Section 501(c)(3) of the Code.

C. Members. The Corporation shall have no members.

D. Directors. The initial directors of the Corporation shall be appointed by the Jewish Community Federation of Richmond. Subsequent directors will be nominated by the directors of the Corporation and appointed by the Jewish Community Federation of Richmond in accordance with the Bylaws. All past Chairpersons of the Board of Trustees of the Jewish Community Federation Endowment Fund of the Jewish Community

Federation of Richmond and the incumbent President of the Jewish Community Federation of Richmond shall be ex officio directors without a vote.

E. Limitation on Liability. In any proceeding brought by or on behalf of the Corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed one dollar, unless the officer or director engaged in willful misconduct or a knowing violation of the criminal law. Otherwise, the damages assessed against an officer or director in any proceeding shall not exceed the limit specified in the Virginia Nonstock Corporation Act.

F. Registered Office and Agent. The post office address of the initial registered office of the Corporation is 701 E. Byrd Street, P.O. Box 1Q, Richmond, Virginia 23202 and the name of the city in which the initial registered office is located is the city of Richmond, Virginia. The name of the initial registered agent of the Corporation is David F. Belkowitz, who is a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as that of the registered office of the Corporation.

DATED: March 31, 1992

David F. Belkowitz, Incorporator

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