
Providence Eruv Corporation

Bylaws

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Section 1
Name, Office, Scope, and Definitions

1.1 Name: The name of the corporation is Providence Eruv Corporation. The corporation is a nonprofit corporation organized under, and in accordance with, the provisions of the Rhode Island Nonprofit Corporation Act (as amended from time to time, the “Act”).

1.2 Scope: Subject to any limitations under applicable law or its articles of incorporation, as amended from time to time, these bylaws, as amended from time to time, shall contain the provisions for the regulation and management of the affairs of the corporation.

1.3 Principal Office: The principal office of the corporation shall be located at 27 Dryden Lane, Providence, Rhode Island, or any other place determined, from time to time, by its board of directors. The corporation may have such other offices or places of business, either within or without the state of Rhode Island, as the board may from time to time establish or the activities of the corporation may require.

1.4 Registered Agent and Office: The registered agent and office of the corporation may be changed from time to time by the board in compliance with the provisions of applicable law. The registered office of the corporation need not be identical with its principal office.

1.5 Definitions: The capitalized terms appearing in these bylaws and not defined in another section have the following meanings:

- (a) “Constituents” means the persons that benefit from an Eruv or who may benefit from an Eruv, but Constituents shall not be considered members or otherwise have any rights or powers under these bylaws.

- (b) “Eruv” or “Eruvin” means both (1) any single *eruv*, as defined by Halacha, which encompasses a single geographic area within the state of Rhode Island and is constructed, owned, leased, or borrowed, in whole or in part, by the corporation, and (2) all such *eruv*in.
- (c) “Halacha” or “Halachic” shall mean conformity with Jewish Orthodox religious laws, customs, and policies as determined by the Rabbinic Coordinator.
- (d) “Kosher” or “Kashrus” shall mean conformity with Jewish Orthodox religious laws, customs, and policies concerning the Eruv, as determined by the Rabbinic Coordinator.

Section 2

Purposes and Powers

2.1 Purposes: The corporation endeavors to serve its Constituents through construction, supervision, and maintenance of Eruvin; education concerning Eruvin; maintenance of the highest appropriate Halachic standards for Eruvin; appropriate growth in the geographic area served by Eruvin; and the formation of any additional Eruvin. The corporation shall accomplish these purposes by:

- (a) serving an increasing number of Constituents, as appropriate;
- (b) collecting from Constituents both annual dues and, where needed, assessments for significant capital projects, such as enlargement of existing Eruvin or the formation of additional Eruvin;
- (c) ensuring that its Rabbinic Coordinator and others involved with Eruvin are educated with appropriate knowledge of Halacha affecting Eruvin;
- (d) providing appropriate training to persons involved with Eruvin to ensure proficiency in the knowledge and skills needed to accomplish the purposes of the corporation;

- (e) engendering an appropriately positive environment of cooperation and communication among the corporation and third parties, such as the cities or towns in which Eruvin are located and utility companies that lease to the corporation any Eruvin equipment; and
- (f) offering Halachic education concerning Eruvin to Constituents.

2.2 Powers: Without limitation, the corporation shall have the power, either directly or indirectly, alone or in conjunction or cooperation with others, to:

- (a) engage in any and all lawful activities that may be necessary, useful, or desirable for the furtherance or accomplishment of any or all of the purposes of section 2.1;
- (b) aid or assist, including the making of financial contributions, other organizations whose activities further or accomplish any or all of the purposes of section 2.1; and
- (c) accept financial or in-kind contributions from persons in both the public and the private sectors.

2.3 Tax Exempt Status: To ensure that the corporation maintains its tax-exempt status, the corporation shall adhere to the provisions set forth in this section 2.3. The corporation is not organized for profit and is organized exclusively for religious, educational, and charitable purposes as described in section 501(c)(3) of the Internal Revenue Code of 1986, as in effect from time to time (the “Code”). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, officer, director, or other private person (except that reasonable compensation may be paid for services actually rendered to and for the corporation with the prior approval of the board). In the event of the liquidation of the corporation, whether voluntary or involuntary, no member, officer, or director shall be entitled to any distribution or division

of the corporation's property or the proceeds thereof. Upon such liquidation, the balance of all money, assets, and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the board or, in default thereof, an order of a court of competent jurisdiction in the state of Rhode Island, be used by, or distributed to, one or more organizations that would then qualify under section 501(c)(3) of the Code, and the regulations promulgated thereunder, such property to be used by such section 501(c)(3) organizations to accomplish the purposes for which the corporation is organized. In making provision for the use or distribution upon liquidation, preference shall be given to organizations in Rhode Island serving the Jewish community then qualified under section 501(c)(3) of the Code.

Section 3

Nonmembership Corporation

The corporation shall have no members. The persons who shall from time to time constitute the board shall, for the purpose of any statutory provision or rule of law, also be the members of the corporation and shall exercise all rights and powers of members thereof. For the purposes of any statutory provision or rule of law, a quorum of members of the corporation shall be the quorum required for a meeting of the board. All power over the property, affairs, and business of the corporation shall be held by the board pursuant to the provisions of Section 4 of these bylaws.

Section 4

Board of Directors

4.1 **General Power:** The business, property, and affairs of the corporation shall be managed by its board of directors. The board shall have such powers as are expressly conferred upon

it by the articles of incorporation, the Act, other applicable statute, or these bylaws.

4.2 Number: The board shall consist of the number of directors determined from time to time by resolution of the board, but the number of directors shall be no fewer than five, who shall be elected in accordance with section 4.4.

4.3 Qualifications: Directors shall demonstrate genuine interest in, and support of, the corporation, its activities, programs, and services, and, specifically, shall:

- (a) be Torah-observant Jews, as determined by the Rabbinic Coordinator;
- (b) be committed to the purposes stated in section 2.1;
- (c) promptly pay annual dues and any assessments;
- (d) attend and actively participate at meetings of the board;
- (e) participate in an informed manner in all policy-making decisions;
- (f) maintain the confidentiality of all confidential information of the corporation;
- (g) respond in a timely manner to all notices and requests for information or participation;
- (h) avoid any actual conflict of interest or the appearance of a conflict of interest;
- (i) support the development and public relations efforts of the corporation; and
- (j) accept responsibility and leadership willingly, as appropriate.

4.4 Tenure: All directors of the corporation shall be elected by action of the board at the annual meeting of the corporation. The board will maintain continuity through staggered expiration of the directors' terms. To ensure that the corporation has a staggered board, one of the five directors which shall be elected at the annual meeting (or a special meeting held in lieu

thereof) which follows the adoption of these bylaws shall serve for one year, two of such directors shall serve for two years, and two of such directors shall serve for three years. Apart from these initial one-year and two-year terms, all directors shall hold office for a term of three years, or until their successors shall have been duly elected and qualified, or until their death, resignation, or removal in the manner provided herein. Notwithstanding the preceding sentence, as nearly as possible, at each annual meeting of the corporation, one-third of the directors shall be elected (or re-elected) as successors to those directors whose terms shall expire at that annual meeting (or to continue as directors), to serve for a term of three years, or until their successors shall be elected and qualified.

4.5 Vacancies: Any vacancy occurring on the board may be filled for the remainder of the unexpired term by a vote of a majority of the remaining directors, though less than a quorum of the board. Any vacancy on the board to be filled by reason of an increase in the number of directors may be filled until the next election of directors by a vote of a majority of the board.

4.6 Removal: Any director may be removed, either with or without cause, at any time, by the vote of two-thirds of the board, at any special meeting called for such purpose.

4.7 Resignations: Any director may resign at any time by giving written notice to the board, to the president, or to the secretary. The resignation shall take effect at the time specified in the notice, and unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

4.8 Minimum Attendance: Without approval of all other directors, the following shall be considered the equivalent of resignation by a director from the board:

- (a) absence of such director from any four consecutive meetings; or
- (b) absence of such director from all meetings in any single year.

4.9 **Prohibition of Compensation:** Directors shall not be paid compensation for performance of their duties as directors. No director shall be precluded from serving the corporation in any other capacity and receiving compensation therefor.

Section 5 Board Meetings

5.1 **Annual Meeting:** An annual meeting of the board shall be held during the month of June at such time and place as shall be designated by the board in the notice of such meeting. If for any reason such annual meeting is omitted, a special meeting may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted at such annual meeting.

5.2 **Regular Meetings:** The board shall meet between annual meetings as frequently as is necessary. The board may provide by resolution the date, time, and place for the holding of regular meetings without notice other than such resolution. In the absence of any such resolution, the president may determine the date, time, and place of such meetings.

5.3 **Special Meetings:** Special meetings of the board may be called by or at the request of the president or by any director. The president shall fix the manner and the date, time, and place for holding any special meeting of the board.

5.4 **Meetings Conducted by Telephone Conference or Other Means:** Any number of directors or any number of persons of any committee designated by the board may participate in a meeting of the board or committee by means of a telephone conference or

other means by which all persons participating in the meeting can hear each other at the same time. Participation by that means constitutes presence in person at a meeting.

5.5 Notice of Meetings: The president or the secretary shall give notice of any meeting of the board, containing the date, time, and place thereof at least 3 days prior thereto by telephone, by a writing delivered personally, or sent by U.S. Postal Service, by private or common carrier, or by facsimile or electronic transmission to each director at the facsimile number or e-mail address shown on the records of the corporation. If by telephone, such notice shall be deemed given when such director is read, personally, the content of a notice conforming with the requirements of this section. If mailed, such notice shall be deemed to be delivered when deposited with the U.S. Postal Service, so addressed, with postage prepaid thereon or given to a private or common carrier. If sent by facsimile or by electronic transmission, such notice shall be deemed to be delivered upon proof of transmission to such e-mail address or facsimile number with the date and time noted thereon. Notice given in any other manner shall be effective only upon receipt.

5.6 Quorum: A third of the directors, but including no less than two directors, shall constitute a quorum for the transaction of business at any meeting of the board, but if fewer than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

5.7 Manner of Acting: At all meetings of the board, each director shall have one vote. There shall be no voting upon any matter by proxy. The act or decision by the majority of the directors, but never fewer than two directors, present at a meeting duly held at which a quorum is present shall be the act of the board, unless a greater number is required by law, the articles of incorporation, or these bylaws.

5.8 Waiver of Notice: Notice of the time, place, and purpose of any meeting of the board may be waived in writing by any director either before or after such meeting; and attendance in person at a meeting of the board shall be equivalent to having waived notice thereof.

5.9 Action Without a Meeting: Any action that may be taken by the board at a meeting may be taken without a meeting, without prior notice and without a vote, if unanimous consent in writing setting forth the action so taken, shall be signed before or after such action by all of the directors. Any single director's consent by e-mail, together with each other director's consent by e-mail shall constitute unanimous written consent. Such written consent shall be filed with the minutes of the proceedings of the board.

5.10 Presumption of Assent: A director of the corporation who is present at a meeting of the board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- (a) the secretary of the meeting enters the director's dissent in the minutes of the meeting;
- (b) the director files a written dissent to such action with the secretary of the meeting before the adjournment thereof; or
- (c) the director forwards such dissent by any means permissible under section 5.5 for providing notice of a meeting to the Secretary of the corporation within one week after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

5.11 Minutes: Minutes of each meeting of the board and of any committee of the board shall be recorded in writing and kept with the records of the corporation.

Section 6 Officers

6.1 Number, Election, and Powers: The officers of the corporation shall consist of a president, a secretary, and a treasurer. The board may appoint one or more vice presidents and such other officers, as it deems necessary. In addition to the duties set forth below, each officer shall have such duties and powers as are commonly incident to the office and such duties and powers as the board may designate. Each of the officers shall be elected for a one-year term by the board at its annual meeting or a special meeting called for such purpose. Each officer shall serve or until his or her death, resignation, or removal or until a successor shall have been duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary. The election of an officer shall not of itself create contract rights, and the officers shall serve without compensation, unless otherwise provided by these bylaws or by resolution of the board.

6.2 President: The president shall be the principal executive officer of the corporation, subject to the direction and under the supervision of the board. The president shall preside over all meetings of the board. The president shall have general control and supervision of the corporation's business, its day-to-day operations, its property, and its employees and agents, together with such other duties as may be assigned to the president by these bylaws or by the board. Except as provided by the board, the president shall be ex-officio a member of all committees of the corporation.

6.3 Vice President: In the absence of the president or in the event of his or her death, disability, inability or refusal to act, the vice president (if any), or if more than one, the vice presidents in the order designated by the board, shall perform the duties of

the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

6.4 Secretary: The secretary shall: (i) keep the minutes of the proceedings of the board in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of any seal of the corporation and see that any such seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (iv) keep a record of the postal address, telephone number, email address, and facsimile number of each director; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board. The secretary is authorized to enlist the services of any one or more employees of the corporation to assist the secretary in carrying out his or her duties as herein defined.

6.5 Treasurer: The treasurer shall: (i) have charge and custody of and be responsible for all funds and securities of the corporation; (ii) keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; (iii) deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and (iv) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the board. If required by the board, the treasurer shall give a bond for the faithful discharge of its duties in such sum and with such surety or sureties as the board shall determine. The treasurer is authorized to enlist the services of any one or more employees of the corporation to assist the treasurer in carrying out his or her duties as herein defined.

6.6 Resignation: Any officer may resign at any time by giving written notice to the secretary, and the secretary may resign by giving written notice to the president. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

6.7 Removal: The board shall have the right, with or without cause, to remove from office any officer at any meeting, regular or special, duly called and held, by the manner provided in section 5.7 or section 5.9.

6.8 Vacancies: A vacancy in any office of an officer because of death, resignation, removal, disqualification or otherwise, shall be filled by the board for the balance of the unexpired term.

Section 7 **Professional Staff**

7.1 Rabbinic Coordinator: The board shall appoint a Rabbinic Coordinator who shall hold primary responsibility for the ordinary Halachic decisions of the corporation and who shall, for extraordinary Halachic decisions, consult with such other rabbis as either he or the board selects and deems necessary. The Rabbinic Coordinator shall be responsible solely to the board, shall be subject to its direction at all times, and shall have such other powers and duties as shall be prescribed by the board. He may sign contracts or other instruments only upon authorization of the board. The salary and benefits of the Rabbinic Coordinator shall be determined by the board.

7.2 Board Assistance: If determined by the board, there shall be a professional staff to assist the board and the officers of the corporation to effectuate the purposes set forth in section 2.1.

7.3 Additional Staff: There shall be such other professionals, clerical, and other employees as the President shall determine

from time to time, and such other employees of the corporation shall be subject to the direction of the president.

Section 8 Committees

8.1 Committees: The board, by resolution adopted by a majority of the board, may from time to time form such committees of directors, officers, employees, or other persons designated by it for the purposes of advising the board, each of which, to the extent provided in such resolution and to the extent not inconsistent with the Act, shall have and may exercise the authority of the board. The formation of any such committee and the delegation thereto of authority shall not operate to relieve the board, or any member thereof, of any responsibility imposed by law. All committees shall have at least two directors among their members. In no event shall any committee have independent authority to approve on behalf of the corporation any of the following actions, the sole authority for which is vested in the board, as provided in these bylaws:

- (a) amending or restating the articles of incorporation;
- (b) amending, altering, or repealing these bylaws;
- (c) adopting a plan of merger or consolidation;
- (d) authorizing the purchase, sale, lease, exchange, mortgage, or other disposition of any real property of the corporation;
- (e) authorizing the sale, lease, exchange, mortgage, or other disposition of all or substantially all of the property or assets of the corporation;
- (f) authorizing the voluntary dissolution of the corporation or a revocation thereof;
- (g) electing, appointing, or removing any officer or member of the board or any committee thereof or hiring or discharging the Rabbinic Coordinator;

- (h) approving the capital and or operating budgets for the corporation, or any revisions to such budgets that vary by more than 10%; or
- (i) amending, altering, or repealing any resolution of the board which by its terms provides that it shall not be amended, altered, or repealed by a committee.

8.2 Committee Meetings: Each committee shall meet as frequently as necessary to carry out its duties and responsibilities, but not less frequently than once in each year, except as provided by the board. Promptly following every such meeting, each committee shall deliver a written report to the secretary of the corporation for distribution to the board. Except as otherwise set forth in these bylaws, at all meetings of any committee, each member of the committee shall have one vote. There shall be no voting on any matter by proxy. Except as otherwise provided by the Act, the articles of incorporation of the corporation, or these bylaws, the vote of the greater of a majority of the members of the committee, but never fewer than two directors, present at any meeting at which a quorum is present, shall be the action of the committee. One-third of the members of the committee, but never less than two directors, shall constitute a quorum.

Section 9

Conflicts of Interest

9.1 Disclosure of Interests: Any director, officer, employee, or committee member having a financial or other personal interest, including a conflicting fiduciary interest (due to status as an officer or director of another organization), in a transaction, contract, or other matter presented to the board or a committee thereof for authorization, approval, or ratification shall provide prompt, full, and frank disclosure of such interest to the board or committee prior to its acting on such contract or transaction. The minutes of the meeting shall reflect the

disclosure made of any conflict or potential conflict of interest, the vote thereon, and, where applicable, the abstention from voting, presence, and participation, and whether a quorum is present.

9.2 Evaluation of Conflict of Interest Matters: The body to which such disclosure is made (i.e., the board or applicable committee) shall determine, by a majority vote, whether a conflict of interest (due to a personal financial or other interest, including any conflicting fiduciary interest) exists or can reasonably be construed to exist, which would reasonably be expected by an objective third party to affect the director's ability to make an unbiased decision in the best interest of the corporation.

9.3 Appropriate Action when a Conflict of Interest Is Determined to be Present: If a conflict of interest is deemed to exist, such person shall not vote on, use the person's personal influence on, or be present for or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon.

9.4 Where Appropriate Action Was Not Taken: No contract or transaction between the corporation and one or more of its directors, officers, employees, or committee members, or any legal entity in which such person has an interest shall be void or voidable, nor shall such person be liable with respect to such contract or transaction solely because of a conflict of interest, or solely because such person is present at or participates in the meeting of the board or committee which authorizes the contract or transaction, or solely because such person's vote is counted for such purposes, if:

- (a) the material facts as to such person's interest are disclosed or are known to the board or the committee,

- and the board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (b) the contract or transaction is fair and reasonable to the corporation.

Section 10 Indemnification

The corporation shall indemnify every person made a party to a proceeding by reason of such person's being or having been a director, officer, agent, or employee of the corporation against judgments, penalties, fines, settlements, and reasonable expenses actually incurred if a determination shall first be made, in a manner provided by law, that such person conducted himself or herself in good faith, reasonably believed that his or her conduct in his or her official capacity was in the best interests of the corporation, that his or her conduct in any other capacity was at least not opposed to the best interests of the corporation and, in any criminal proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful. If the proceeding was by or in the right of the corporation, indemnification may be made only against reasonable expenses and shall not be made in respect of any proceeding in which such person shall have been adjudged liable to the corporation. In no event shall a person be indemnified in respect of any proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she shall have been adjudged to be liable on the basis that personal benefit was improperly received by him or her. The corporation may reimburse a director, officer, agent, or employee who is a party to a proceeding in advance of the final disposition of the proceeding for reasonable expenses incurred upon such person's written affirmation that he or she in good faith

believes he or she conducted himself or herself in a manner that would entitle him or her to indemnification hereunder and a written undertaking by or on behalf of such person, on such terms and with such security as may be required by the corporation, to repay such amount if it should be ultimately determined that his or her conduct precludes indemnification hereunder. Nothing contained herein shall limit the authority of the corporation to indemnify a person in accordance with the provisions of section 7-6-6 of the Act, or otherwise in accordance with the laws of the State of Rhode Island.

Section 11

Fiscal Year

The fiscal year of the corporation shall commence on July 1 of each year and end on June 30 of the next succeeding year, except as from time to time otherwise provided by the board.

Section 12

Execution of Documents

12.1 Contracts: Unless authorized to do so by these bylaws or by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or instrument, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

12.2 Checks, Drafts, and Similar Orders: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed or endorsed by such officer or officers, agent or agents of the corporation as shall from time to time be determined by resolution of the board.

Section 13
Corporate Seal

The seal of the corporation, if any, shall be determined by the board.

Section 14
Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by approval of two-thirds of the directors present at any meeting at which a quorum of directors is present. The notice of any meeting at which such action is to be taken shall state the intention to alter, amend, or repeal the bylaws.

[Certificate of Secretary on Following Page]

I hereby certify that I am the duly named and presently serving secretary of the corporation and that attached hereto are correct and complete copies of the bylaws duly adopted by the board of directors of the corporation at a meeting duly held on the 20th day of September, 2016, and that these bylaws are in full force and effect as of the date hereof.

Executed this 20th day of September, 2016.

Barry Bessler, Secretary
Providence Eruv Corporation