

JEWISH FEDERATION OF RHODE ISLAND, INC.

Resolutions of the Members

At the meeting of the Members of the Jewish Federation of Rhode Island, Inc. (the "Federation"), which such meeting was duly called, noticed and held, at which a quorum was present and acting throughout, the following resolutions were adopted:

WHEREAS, the Federation, the Jewish Community Center of Rhode Island ("JCC") and the Bureau of Jewish Education of Rhode Island ("BJE") have determined that it is in the best interest of all three (3) organizations to merge JCC and BJE into a new parent organization (the "Merger"), which shall be a Rhode Island nonprofit corporation (the "Alliance");

WHEREAS, in consultation and agreement with JCC and BJE, the Federation's Board of Directors (the "Board") has determined that, post-Merger, the Federation shall continue in its mission to benefit the greater Jewish community through its stated purpose of raising and disbursing funds for the benefit of Jewish charitable, cultural and religious organizations and causes;

WHEREAS, in consultation and agreement with JCC and BJE, the Board has determined that the Federation shall continue in a separate legal existence apart from the Alliance, as a supporting organization of the Alliance, in order to, among other things, continue to maintain and manage the endowment funds historically maintained and managed by the Federation, including those donor-restricted funds all of which, post-Merger, will continue to be used in accordance with the intent of the donors;

WHEREAS, at a meeting of the Board, the Board adopted a resolution to recommend to the Members that, post-Merger, operating control over the Federation shall be vested in the Alliance by appointing the Alliance as the sole corporate member

of the Federation, pursuant to an amendment to the Federation's bylaws, as last amended on March 8, 2007 (the "Bylaws") to become effective as of the date of and only upon the Merger taking effect; and

WHEREAS, the Members acknowledge that the Alliance shall take such other actions necessary and appropriate to carry out the purposes of the Federation and to establish itself as the sole corporate member of the Federation, such actions to include: further amending the Bylaws pursuant to which the Board shall be reduced in number; and amending the Federation's Articles of Incorporation pursuant to which the name of the Federation shall be changed to "Jewish Community Foundation of Rhode Island."

NOW, THEREFORE, BE IT:

RESOLVED: That, the Members conclude that it is in the best interest of the Federation to adopt the recommendation of the Board and to amend its Bylaws in order to establish the Alliance, post-Merger, as the sole corporate member of the Federation by approving an amendment to Article II, Section 1 of the Bylaws to provide that the Federation shall have one member, to be named but referred to herein as the Alliance ("Amendment"), and that such Amendment shall become effective solely upon the filing of the Articles of Merger as to the Merger in the Office of the Rhode Island Secretary of State.

RESOLVED: That the President and/or Secretary of the Federation, and each of them singly (each, an "Authorized Officer") is hereby authorized to execute and deliver any notices, instruments, documents, certificates and agreements contemplated by the foregoing

resolutions or in connection therewith on behalf of the Federation;
and

RESOLVED: That each Authorized Officer is hereby authorized to execute and deliver any and all other documents and to take any and all other actions as an Authorized Officer deems appropriate to effectuate the purposes of these resolutions, and any and all documents and agreements heretofore executed and acts or things heretofore done to effectuate the purposes of these resolutions are hereby in all respects ratified, confirmed and approved as the act or acts of the Federation.