

IN THE CIRCUIT COURT OF BUCHANAN COUNTY, MISSOURI
Division No. I

In re:)
TEMPLE B'NAI YAAKOV) Case No. 16926
(formerly B'nai Yaakov Congregation)

In re:)
SHAARE SHOLEM CONGREGATION) Case No. 79628
OF ST. JOSEPH, MISSOURI)

PRO FORMA DECREE OF MERGER

Now, on this 27th day of December, 1960, comes Louis Kranitz, as President, Grace S. Day as Executive Secretary, and Joseph A. Zidell, as Treasurer, of Temple B'nai Yaakov; and also come L. H. Herman, as President, and Morris Rosenthal, as Secretary and Treasurer, of Shaare Sholem Congregation of St. Joseph, Missouri; and again submit to the Court their petition of approval of merger of Shaare Sholem Congregation into Temple B'nai Yaakov, and praying for a pro forma decree in accordance with said petition, approving said merger and new proposed Articles of Agreement of the surviving corporation, henceforth to be known as Temple B'nai Sholem; and it appearing to the satisfaction of the Court that said petition for approval of merger and new Articles of Agreement has remained on file in the office of the Clerk of this Court for more than three (3) days since the same were first presented to the Court, and the Court having duly examined the said proposed merger and atticles and the petition, praying that the same be approved and made a part of the charters herein, and being fully advised in the premises, doth now approve and confirm said merger of Shaare Sholem Congregation of St. Joseph, Missouri, into Temple B'nai Y_aakov, and doth further approve and confirm said new Articles

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JAN 16 1961

Wm. G. Williams
SECRETARY OF STATE

Note: Certificate issued by Secy of State has been read in office of Clerk at Desh.

of Agreement of Temple B'nai Sholem, the surviving and succeeding corporation; and the Court doth now consider, adjudge, and determine that said merger, new name and Articles of Agreement are germane to the charters of the merging corporations, and come properly within the purview of Chapter 352 of the Revised Statutes of Missouri of 1949, entitled "Religious and Charitable Associations", and is not inconsistent with the constitution or laws of the United States or the State of Missouri.

WHEREFORE, It is ordered, adjudged, and decreed by the Court that Shaare Sholem Congregation of St. Joseph, Missouri, be and the same is hereby merged into Temple B'nai Yaakov, the said Temple B'nai Yaakov to be the surviving corporation; and

It is further ordered, adjudged, and decreed that the charter of said surviving corporation be and the same is hereby amended by changing the name thereof to Temple B'nai Sholem, and by substitution of the new Articles of Agreement for the original articles of agreement as amended, and that the said new Articles of Agreement be and they are hereby made a part of the Charter of said surviving corporation, with like effect and validity as though originally incorporated in such Charter.

STATE OF MISSOURI)
)ss
COUNTY OF BUCHANAN)

I, Fred E. Roach, Clerk of the Circuit Court, County of Buchanan, State aforesaid, certify the above to be a true copy of the order made in the matter aforesaid, as fully as the same remains of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court, at office, in the County of Buchanan, this 27th day of December, 1960.

Fred E. Roach, Clerk, Circuit Court

By: _____
Deputy Clerk

James G. Williams
SECRETARY OF STATE

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Combined as Case #16926
STATE OF MISSOURI
County of Buchanan

IN RE: Temple B'Nai Yaakov Case #16926
(formerly B'Nai Yaakov Congregation)
and
IN RE: Shaare Sholem Congregation Case #79628
of St. Joseph, Missouri

I, Fred E. Roach, Clerk of the Circuit Court, within and for the State and County aforesaid, do

certify that the foregoing is a full, true and complete copy of _____

_____ Pro Forma Decree of Merger into Temple B'Nai Sholem _____

made as aforesaid in the above entitled cause as the same appears of Record and on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court at

office in the City of St. Joseph, this 27th day of December A. D., 1936

(Seal)

FRED E. ROACH Circuit Clerk

By Samuel Singleton Deputy

26033

COMPARED

STATE OF MISSOURI
COUNTY OF BUCHANAN
Filed for record this 28th day of December 1960 at 11 o'clock 25 minutes
Recorder of Deeds

FILED
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JAN 1 1961
Wm. G. Utz

FILED
AND COPY ISSUED
JAN 16 1961

Harold E. Vance
SECRETARY OF STATE

STATE OF MISSOURI, } ss.
County of Buchanan

IN THE RECORDER'S OFFICE

I, JOHN G. UTZ, Recorder of Deeds within and for the County aforesaid, do hereby certify that the foregoing and attached instrument of writing was on the 28th day of December A. D., 1960, at 11 o'clock 25 minutes A. m., duly filed for record in this office, and with the certificate of acknowledgment thereon endorsed; is recorded in the records of this office in Book 25 at Page 215.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of office at St. Joseph, Buchanan County, Missouri, this 29th day of December 1960

John G. Utz

RECORDER OF DEEDS

Guille M. Smith - D.P.

IN THE CIRCUIT COURT OF BUCHANAN COUNTY, MISSOURI
Division No. 1

In re:)
 TEMPLE B'NAI YAAKOV) Case No. 16926
 (formerly B'nai Yaakov Congregation))

In re:)
 SHAARE SHOLEM CONGREGATION) Case No. 79628
 OF ST. JOSEPH, MISSOURI)

PETITION FOR APPROVAL OF MERGER

Comes now Temple B'nai Yaakov, a corporation duly organized and existing under the pro forma decree of incorporation granted by this Court in this cause on the 17th day of May, 1907, as amended by this Court in this cause on the 17th day of May, 1957; and

Comes now also Shaare Sholem Congregation of St. Joseph, Missouri, a corporation duly organized and existing under the pro forma decree of incorporation granted by this Court in this cause on the 27th day of February, 1956; and

The petitioners come now together and represent to the Court as follows:

I

That petitioners have been authorized, each by the affirmative vote of a majority of its members entitled to vote, to enter into an agreement of merger, subject to the approval of this Court; and that said agreement of merger is attached hereto, marked Exhibit A, and made a part hereof by reference, the same as though set out at length herein.

II

That upon merger, new articles of agreement shall become effective

governing the consolidated corporation, which Articles of Agreement are attached hereto, marked Exhibit B, and made a part hereof by reference, the same as though set out at length herein.

WHEREFORE, petitioners pray that this Court make and enter its own judgment granting this petition and authorizing and approving the merger of petitioners and the new Articles of Agreement, as provided in Chapter 352,

Revised Statutes of Missouri of 1949,
TEMPLE B'NAI YAAROV, By

SHAARE SHOLEM CONGREGATION, By

[Signature]

President

President

Secretary

Secretary

Treasurer

Treasurer

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[Signature]

SECRETARY OF STATE

ARTICLES OF AGREEMENT OF TEMPLE B'NAI SHOLEM

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Article I

The name of this association shall be
TEMPLE B'NAI SHOLEM

Article II

The objects and purposes of this association shall be the maintenance of a Temple (synagogue) for the observation of Jewish religious services in St. Joseph, Missouri, and the advancement of religious truth, the promotion of its influence, the formation of the religious character of its members, the dissemination of the truths of Judaism, and the maintenance of schools and classes for instruction in religious doctrine and the Hebrew language.

Article III

The association shall be located in Buchanan County, Missouri.

Article IV

Any person may become a member of this association in the manner provided by the B-Laws from time to time.

Article V

(a) The affairs of this association shall be managed and directed by a Board of Directors, which Board shall consist of the officers of this association and so many additional members as may be provided by the By-Laws from time to time.

(b) The officers of this association shall be a President, three Vice-Presidents, a Secretary, and a Treasurer. The duties, powers, and scope of authority of the Board of Directors and of the officers shall be fixed by the By-Laws of this association.

Article VI

The Board of Directors of this association at the time of its estab-

lishment by the merger of its two predecessor corporations, and until their successors are elected and qualified as provided in the By-Laws shall be the following:

President	Louis Kranitz
1st Vice-President	Jack Zurow
2d Vice-President	Stanley Fishman
3d Vice-President	Sol Stine
Secretary	Phil Katz
Treasurer	Joseph Zidell

directors

Nate Alex	Stanley Kalender
Louis Becker	Joseph Kay
Joseph Bushman	Theodore M. Kranitz
Harry Becker	Max Mendell
Arthur Chapman	Sol Manski
Sidney Cohen	Sidney Naidorf
Joseph Cohen	Marvin Nelson
Max Dreyfuss	Irving Simon
Is Dunn	Jack Spector
Fred Ellis	Louis Silverglat
Julius Glaser	Maury Schlacter
Sam Goldman	Abe Trillin
J. Gordon	Ben Zurow
Louis Herman	Harry Keller
Ben Hersch	Hyman Zidell
Sam Jorban	

Article VII

This association shall have the power to own, buy, sell, improve, develop, mortgage, and encumber sufficient real and personal property to carry out the purposes of the association.

Article VIII

This association shall be of perpetual duration.

Article IX

The Board of Directors shall have the power to fill vacancies in its own body and may adopt such By-Laws, rules, and regulations for the management of the affairs of the association as shall not be inconsistent with the provisions of these articles.

Article X

(a) Any person of the Jewish faith, twenty-one years of age or older, of good moral character, shall be eligible for membership in the association.

(b) Members shall pay such dues as shall be determined from time to time by the Board of Directors.

(c) Members in good standing shall be entitled to attend, participate in, and vote at all meetings of the association; to hold office in the association; to participate in divine worship at all religious services in the synagogue; and to enroll their children in any religious school which the association may from time to time maintain; all subject to such rules and regulations as may be established by the Board of Directors from time to time.

Article XI

(a) The annual meeting of the association shall be held during the month of ~~January~~ January of each year, on such day as the President may designate. The Secretary shall send notice of the date, time, and place of such meeting to all members, by ordinary mail, not less than two weeks prior thereto.

(b) Special meetings of the association may be called by the President whenever, in his discretion, he deems it necessary, and shall be called by him at the written request of fifteen members in good standing or of five Directors. Said request, and the notice of a special meeting shall state the reason and purpose of the meeting.

(a) At all meetings of the association, regular or special, members in good standing shall constitute a quorum for the transaction of business.

Article XII

COMPARED

These articles may be amended in the same manner as provided in the laws, subject to the approval of the Circuit Court of Buchanan County, Missouri, as provided in Chapter 322, Revised Statutes of Missouri of 1917.

Article XIII

Until the adoption of new laws, the laws of the State of Missouri shall be governed in such matters as the laws of the State of Missouri, and in case of conflict, the laws of the State of Missouri shall prevail.

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JAN 16 1961

Anna E. Hume
SECRETARY OF STATE

STATE OF MISSOURI, } ss.
County of Buchanan

IN THE RECORDER'S OFFICE

I, JOHN G. UTZ, Recorder of Deeds within and for the County aforesaid, do hereby certify that the foregoing and attached instrument of writing was on the 28th day of December A. D., 1960, at 11 o'clock 30 minutes A. M., duly filed for record in this office, and with the certificate of acknowledgment thereon endorsed; is recorded in the records of this office in Book 25 at Page 218.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of office at St. Joseph, Buchanan County, Missouri, this 29th day of December 1960

John G. Utz

RECORDER OF DEEDS

Lucille McQuinn - D. P.

BOOK 32 PAGE 333
BOOK 264 of 225

A meeting of the special committee of the B'nai Yaakov Temple and Shaare Sholem Congregation was held on Monday evening, June 27, 1960 at 8:00 o'clock P. M. in the Rabbi's study of the B'nai Yaakov Temple Educational Building.

The following were present:

Shaare Sholem Congregation

B'Nai Yaakov Temple

Louis Herman ✓
✓ Joseph Bushman
Harold Gordon ✓
Joseph Epstein ✓
Harry Fine
Ben Rosenthal
William Abramson ✓
Sen Hagan

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Wm. E. Lamb
SECRETARY OF STATE

✓ Louis Kranitz ✓
Stanley Fishman
Harry B. Keller
Louis Becker ✓
Sol Stine
Jack Zurow ✓
Joseph Zidell
Phillip Katz

Rabbi Weinschneider

Louis Herman, president of the Shaare Sholem Congregation stated that we should try to arrive at an understanding and attempt a merger and consolidation of the two temples.

William Abramson stated that it was previously understood that the Shaare Sholem Cemetary is to remain a separate organization. When a merger is consummated, the Shaare Sholem Congregation proposes to turn over to the merged corporation, the net proceeds from the sale of the Shaare Sholem Synagogue property at 7th & Locust Street, approximating \$20,000.00, and transfer the title of the lot at 11th and Locust Street together with all other physical assets. All other funds onhand are to be turned over to the Shaare Sholem Cemetary Association.

Louis Kranitz suggested that a meeting be help promptly of the members of the Shaare Sholem Cemetary Association to consider and adopt a set of by-laws and for the election of officers and directors. Members of that association are those who were members of the Shaare Sholem Congregation as of 1956 when the new Charter was adopted.

It was further agreed by those present that there shall be no separate fund raising at any time on behalf of the two cemetery associations before said merger goes into effect, except that the B'nai Yaakov Cemetery Association may complete its campaign to raise the balance necessary for its contemplated improvement - not to exceed an additional \$10,000.00. Such funds shall not be raised however, at any religious holiday of the Congregation, but in an independent campaign. Also the cemetery associations will not at any time involve themselves in any religious services.

After considerable discussion it was proposed that the proposed merger planned go into effect soon after the high holydays in 1960.

A motion was made by Joseph Bushman that pursuant to the deliberations of the joint committee of the Shaare Sholem and B'nai Yaakov Congregations, a merger shall take place incorporating the Shaare Sholem into the charter of Temple B'nai Yaakov; the name of the merged congregations to be changed to Temple B'nai Sholem, and its first Board of Directors shall consist of a joint Board of the B'nai Yaakov and Shaare Sholem Congregations to serve until the first annual meeting, at which time new officers and directors shall be elected in accordance with the amended by-laws of Temple B'nai Sholem. The present members of the Shaare Sholem Congregation as well as the members of B'nai Yaakov Temple shall become members of Temple B'nai Sholem in accordance with requirements of membership of B'nai Sholem. The first annual meeting and election shall be held on the 23rd of October, 1960 at which time this merger shall be considered as having been consummated. This motion was seconded by Harold Gordon and unanimously adopted.

A motion was then made by William Abramson that in compliance with the agreement reached at this meeting and to effect the consolidation of the physical properties of the Shaare Sholem Congregation, its officers duly authorized will convey to Temple B'nai Sholem the net proceeds of the pending sale of the Shaare Sholem

property at 7th & Patee Street, St. Joseph, Missouri and the physical properties belonging to the congregation (exclusive of cash on hand), and convey title to the property vested in the Shaare Sholem Congregation located at 11th & Locust Street, St. Joseph, Missouri, to the Temple B'nai Sholem. This motion was seconded by Ben Herman and unanimously adopted.

Joseph Bushman moved that the Shaare Sholem and B'nai Yaakov Cemeteries shall be separately organized as independent corporations. The motion was seconded by Louis Becker and unanimously adopted.

A motion was then made by Louis Kranitz that as ex-officio chairman he proposes in concert with Louis Herman, President of the Shaare Sholem Congregation that each man as a member of this body representing his respective congregation and as a gentlemen of honor, pledges himself to carry out to the best of his ability the intent and purposes of the resolutions adopted at this meeting. Seconded by Louis Herman. Unanimously adopted and certified to as such by Rabbi Sidney Weinschneider.

The following persons will serve on a sub-committee to carry out the details of the merger and work out the legal phases necessary to consummate this merger:

Louis Kranitz, Chairman; Louis Herman; Joseph Bushman; and William Abramson.

There being no further business, the meeting was then adjourned.

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M. E. H.
SECRETARY OF STATE

Respectfully submitted,

Grace Day

Grace Day, Secretary
Temple B'nai Yaakov

These minutes are attested to by all in attendance at this meeting:

Louis Kranitz
Louis Kranitz

Stanley Fishman
Stanley Fishman

Harry B. Keller
Harry B. Keller

Louis Becker
Louis Becker

Sol Stine
Sol Stine

Jack Zurow
Jack Zurow

Joseph Zidell
Joseph Zidell

Philip Katz
Philip Katz

Louis Herman
Louis Herman

Joseph Bushman
Joseph Bushman

Harold Gordon
Harold Gordon

Joseph Epsten
Joseph Epsten

Harry Fine
Harry Fine

Ben Herman
Ben Herman

Ben Rosenthal
Ben Rosenthal

William Abramson
William Abramson

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JAN 16 1961

Harold E. Utz
SECRETARY OF STATE

STATE OF MISSOURI, } ss.
County of Buchanan

IN THE RECORDER'S OFFICE

I, JOHN G. UTZ, Recorder of Deeds within and for the County aforesaid, do hereby certify that the foregoing and attached instrument of writing was on the 28th day of December A. D., 1960, at 11 o'clock 35 minutes A. m., duly filed for record in this office, and with the certificate of acknowledgment thereon endorsed; is recorded in the records of this office in Book 25 at Page 225.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of office at St. Joseph, Buchanan County, Missouri, this 29th day of December 1960

John G. Utz

RECORDER OF DEEDS

Guille A. Minck - D. P.

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JAN 18 1961
AND COPY ISSUED

SECRETARY OF STATE
JAN 10 1901

COMPARED

STATE OF MISSISSIPPI
 COUNTY OF BULLOCK
 Filed for record this 18th day of August 1901 at 1 o'clock A.M.
 1901. *John H. ...*