

SUPREME COURT OF THE STATE OF NEW YORK, APPELLATE DIVISION,  
SECOND JUDICIAL DEPARTMENT

Matter of Arden Heights-Boulevard Jewish Center v. Berman

183 N.Y.S.3d 314 (App. Div. 2d Dep't 2023) · No. 2020-05630 · Decided March 1, 2023

SUMMARY

The Appellate Division, Second Department, affirmed an order approving the merger of two Jewish religious corporations under the Religious Corporations Law. The court held that the merging entities were not required to satisfy additional merger requirements under the Not-for-Profit Corporation Law because both were religious corporations formed under the Religious Corporations Law.

CASE DETAILS

|                       |                                                                                                                                      |
|-----------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| COURT                 | Supreme Court of the State of New York, Appellate Division, Second Judicial Department                                               |
| WRITING FOR THE COURT | Angela G. Iannacci, J.P.; Cheryl E. Chambers, J.; Joseph J. Maltese, J.; Janice A. Taylor, J.                                        |
| JURISDICTION          | New York                                                                                                                             |
| DECIDED               | March 1, 2023                                                                                                                        |
| DOCKET                | 2020-05630                                                                                                                           |
| DISPOSITION           | affirmed                                                                                                                             |
| PROCEDURAL POSTURE    | Objectants appealed from an amended order of the Supreme Court, Richmond County, approving the merger of two religious corporations. |
| PRECEDENTIAL VALUE    | Published opinion                                                                                                                    |
| PARTIES               | Myron Berman, et al., Objectants v. Arden Heights-Boulevard Jewish Center, et al., Congregation Ahavath Israel                       |

TOPICS

- mergers and acquisitions
- corporate law
- statutory interpretation
- appellate procedure

PRACTICE AREAS

- corporate law
- religious corporations
- mergers and acquisitions
- statutory interpretation
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## QUESTIONS PRESENTED

1. Whether two Jewish religious corporations merging under Religious Corporations Law §§ 13 and 208 were also required to satisfy the merger requirements of Not-for-Profit Corporation Law §§ 902, 903, and 907-a.

## HOLDINGS

1. Two religious corporations incorporated under the Religious Corporations Law and merging with each other are not required to satisfy the additional merger requirements of Not-for-Profit Corporation Law §§ 902, 903, and 907-a.

## KEY QUOTATIONS

*“Religious Corporations Law § 13 provides that “[t]wo or more incorporated churches may enter into an agreement, under their respective corporate seals, for the consolidation or merger of such corporations.”*  
([\*1])

## FACTUAL BACKGROUND

Arden Heights-Boulevard Jewish Center and Congregation Ahavath Israel were separate Jewish religious corporations incorporated under article 10 of the Religious Corporations Law. In 2019, they entered into an agreement to merge subject to court approval, and more than two-thirds of the members of each corporation approved the merger. Four Congregation Ahavath Israel members objected, but the Supreme Court approved the merger.

## PROCEDURAL HISTORY

Arden Heights-Boulevard Jewish Center and Congregation Ahavath Israel petitioned under Religious Corporations Law §§ 13 and 208 for approval of their merger. The Supreme Court, Richmond County, granted the petitions and approved the merger in an amended order dated July 10, 2020. The objectants appealed, and the Appellate Division affirmed.

## DISPOSITION

affirmed

## CASES CITED

- Mtge. Elec. Registration Sys., Inc. v. Congregation Shoneh Halochoh, 189 A.D.3d 820

## OPINION

Matter of Arden Heights-Blvd. Jewish Ctr. v. Berman 183 N.Y.S.3d 314

PER CURIAM.

<div> Matter of Arden Heights-Blvd. Jewish Ctr. v Berman (<span class="citation no-link">2023 NY Slip Op 01087</span>) <table width="80%" border="1" cellspacing="2" cellpadding="5">

<tr> <td align="center"><b>Matter of Arden Heights-Blvd. Jewish Ctr. v  
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align="center">Published by New York State Law Reporting Bureau pursuant to Judiciary Law §  
431.</td> </tr> <tr> <td align="center">This opinion is uncorrected and subject to revision before  
publication in the Official Reports.</td> </tr> </table> <br><br> Decided on March 1, 2023

SUPREME COURT OF THE STATE OF NEW YORK

Appellate Division, Second Judicial Department <br>ANGELA G. IANNACCI, J.P.

<br>CHERYL E. CHAMBERS

<br>JOSEPH J. MALTESE

<br>JANICE A. TAYLOR, JJ. <div align="center"></div> <br>2020-05630 <br> (Index No.  
85073/20) <br><br><div align="center"><b>[\*1]In the Matter of Arden Heights-Boulevard  
Jewish Center, et al., respondents. <br><br>v<br><br>Myron Berman, et al., appellants. </b>  
</div><br><br> <br><br> <p>Scamardella, Gervasi, Thomson & Kasegrande, P.C., Staten  
Island, NY (Michael V. Gervasi of counsel), for appellants.</p> <p>Michael T. Sucher, Brooklyn,  
NY (Andrew M. Shabasson of counsel), for respondents.</p> <br><br> <p>DECISION &  
ORDER</p> <p>In a proceeding pursuant to Religious Corporations Law §§ 13 and 208 to  
approve the merger of Arden Heights-Boulevard Jewish Center and Congregation Ahavath Israel,  
the objectants appeal from an amended order of the Supreme Court, Richmond County (Ralph J.  
Porzio, J.), dated July 10, 2020. The amended order granted the petitions for approval of the  
merger of Arden Heights-Boulevard Jewish Center and Congregation Ahavath Israel.</p>  
<p>ORDERED that the amended order is affirmed, with costs.</p> <p>Arden Heights-Boulevard  
Jewish Center (hereinafter AHBJC) and Congregation Ahavath Israel (hereinafter CAI) are two  
separate religious corporations of the Jewish faith which were incorporated pursuant to article 10  
of the Religious Corporations Law. In 2019, AHBJC and CAI entered into an agreement,  
conditioned upon court approval, to merge their respective religious corporations and  
congregations. More than two-thirds of the members of each religious corporation voted to  
approve the merger, and four members of CAI (hereinafter the objectants) voted in opposition.  
Thereafter, AHBJC and CAI commenced this proceeding pursuant to Religious Corporations Law  
§§ 13 and 208 to approve the merger between them. The objectants opposed. By amended order  
dated July 10, 2020, the Supreme Court granted the petitions and approved the merger. The  
objectants appeal.</p> <p>Religious Corporations Law § 13 provides that "[t]wo or more  
incorporated churches may enter into an agreement, under their respective corporate seals, for the  
consolidation or merger of such corporations." Religious Corporations Law § 208 sets forth the  
procedures for mergers between religious corporations of the Jewish faith. Those procedures were  
followed in the present case (<i>see id.</i>). Contrary to the objectants' contention, AHBJC and  
CAI were not required to satisfy the additional requirements of Not-for-Profit Corporation Law §§

902, 903 and 907-a. Because the merging entities here were two religious corporations incorporated pursuant to the Religious Corporations Law, and not a religious corporation merging with a not-for-profit corporation formed for religious purposes, the requirements of Not-for-Profit Corporation Law §§ 902, 903 and 907-a were inapplicable (*see id.* § 910; Religious Corporations Law § 2-b[1][c]; *cf. Mtge. Elec. [\*2]Registration Sys., Inc. v Congregation Shoneh Halochos*, 189 AD3d 820).  
The objectants' remaining contentions are without merit.  
IANNACCI, J.P., CHAMBERS, MALTESE and TAYLOR, JJ., concur.  
ENTER: Maria T. Fasulo  
Clerk of the Court