

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
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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