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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 25, 2001

Division of Corporations
Attention New Filings
PO Box 6327
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Florida 32314.

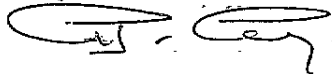
Please find enclosed Articles of Incorporation for:

SOUTHWEST FLORIDA HOLOCAUST MUSEUM INC.

We look forward to receiving official notification of the registration.

If you have questions please call me at 941 659 9111.

Yours truly,



Godfrey Levy.
1919 4th Street South
Naples, Fl., 34102.

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-01/30/01--01011--008
*****78.75 *****78.75

* enclosed is PREPAID RETURN ENVELOPE.

D. BROWN JAN 30 2001 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

A FLORIDA NONPROFIT CORPORATION

SOUTHWEST FLORIDA

Article 1. Name. The name of the Corporation is: HOLOCAUST MUSEUM INC.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are (State specific purposes including limitations required by IRS): TO ADMINISTER THE SOUTH WEST FLORIDA HOLOCAUST MUSEUM AND TO CREATE & DISTRIBUTE EDUCATIONAL PROGRAMS.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
ANN JACOBSON	170 EDGEWATER WAY SOUTH, NAPLES FL 34105
MICHAEL FELDMAN	3003 TAMiami TRAIL NORTH, NAPLES FL 34103.
GODFRAY LEVY	1919 4TH ST SOUTH, NAPLES FL 34102

Article 5. Initial Registered Agent and Office. The initial registered agent is MICHAEL A. FELDMAN and the initial registered office 3003, TAMiami TRAIL NORTH, 3RD FLOOR, NAPLES, Florida. 34103.

Article 6. Initial Board of Directors. The initial Board of Directors shall have 13 members whose names and addresses are:

Name	Address
<u>SEE ATTACHED LIST.</u>	

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Title	Name	Address
President	ANN JACOBSON	170 EDMERE WAY SOUTH, NAPLES FL. 34105
Secretary	KIM LONG	110 13TH ST. SW. NAPLES FL 34117.
Treasurer	CHARLES DAUDAY	3661 CONUSCHEN RD, ESTERO FL 33928

Article 8. Incorporators. The names and addresses of the incorporators of this corporation are:

Name	Address
MICHAEL A. FELDMAN	3003 TAMiami TRAIL NORTH, 3RD FLOOR NAPLES FL. 34103.
GODFREY H. LEVY	1919 4TH ST. SOUTH NAPLES FL 34102

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 10. Corporate Address. The street address of the Corporation's initial principal office is #702 1250 TAMiami TRAIL NORTH, NAPLES FL. 34102 [and, if different, the Corporation's mailing address is _____]

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this day of January 24, 2001

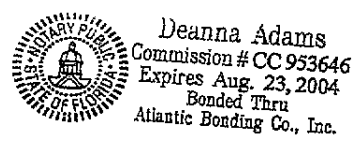
[Signatures of Michael A. Feldman and Godfrey H. Levy]

(Signatures of Incorporators)

Acknowledged before me on 1/24/01 by Godfrey H. Levy, Michael A. Feldman, who is personally known to me / Levy produced FL driver's licence as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

[Signature of Deanna Adams]
NOTARY PUBLIC-STATE OF FLORIDA
Name: DEANNA ADAMS
Commission No.:
My Commission Expires: 8/23/04

I accept designation as registered agent:
[Signature of Michael A. Feldman]
Michael A. Feldman



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STATE OF FLORIDA
NOTARY PUBLIC

SOUTHWEST FLORIDA HOLOCAUST MUSEUM.
BOARD OF DIRECTORS.

Ann Jacobson, Chair
170 Edgemere Way South
Naples, FL 34105
262-4880

David Bell
3137 53rd St. SW
Naples, FL 34116
455-5924

Irving Berzon
4341 Montalvo Ct.
Naples, FL 34109
591-3445

Charles Dauray, President
Koreshan Unity Foundation
8661 Corkscrew Rd
Estero, FL 33928
992-1478

Joan Dunham -
25750 Hickory Blvd. #562E
Naples, FL 34134
992-4753

Michael Feldman
3003 Tamiami Trail N., #360
Naples, FL 34103
434 4018

Homer Helter
1100 9th St. S., C102
Naples, FL 34102
434 -7535

Michelle Lee
2760 Ardisia Ln.
Naples, FL 34109
591-2503

Godfrey Levy
1919 4th St. S.
Naples, FL 34102
659-9111

Kim Long
110 13th St. SW
Naples, FL 34117.
348 0734

Lori Mayer
4951 Gulf Shore Blvd. N., #1204
Naples, FL 34103
262-1035

Mollie Ottina
320 Windward Way
Naples, FL 34103
435-0328

Cynthia Sherman
8231 Bay Colony Dr., #1503
Naples, FL 34108
594-9190