

NO 2000002167

AW OFFICES
ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MITCHELL D. ADLER
LAURENCE J. BLAIR §
MILTON S. BLAUT §
ALAN B. COHN §
MAURICE M. GARCIA
GENE K. GLASSER ☆ □
WILLIAM S. KRAMER ○
M. KEITH LIFSCOMB
LEONARD ROBBINS

KENNETH A. RUBIN
REUBEN M. SCHNEIDER ○ §
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN ○

OF COUNSEL
STANLEY D. GOTTSCHEN †

2021 TYLER STREET
HOLLYWOOD, FLORIDA 33020

CORRESPONDENCE TO:
P.O. Box 229010, HOLLYWOOD, FLORIDA 33022-9010
TELEPHONE: (954) 921-5500
FACSIMILE: (954) 925-7013
BOCA RATON & DELRAY: (561) 994-2212
NORTH BROWARD: (954) 428-9800
MIAMI: (305) 940-8440

WWW.ABRAMSANTON.COM

BOCA RATON OFFICE

ONE BOCA PLACE - SUITE 411E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383
FACSIMILE: (561) 997-8494
PALM BEACHES: (561) 833-4710
(DIRECT TO BOCA RATON OFFICE ONLY)

REPLY TO: HOLLYWOOD

FILE NO.: TRJOC-0001

☆ Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
§ Member of N.Y. Bar
† Member of Ohio Bar

March 15, 2002

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

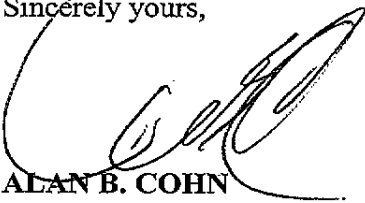
100005133511--4
-03/19/02--01020--006
*****78.75 *****78.75

Re: The Rose and Jack Orloff Central Agency for Jewish Education of Broward County, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for The Rose and Jack Orloff Central Agency for Jewish Education of Broward County, Inc. (a Florida Not-for-Profit Corporation), together with a check in the amount of \$78.75. Please file the Articles of Incorporation and return a certified copy to me as soon as the filing has been accomplished.

Sincerely yours,



ALAN B. COHN
ABC/jap
Enclosures

FILED
02 MAR 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 3/26

ARTICLES OF INCORPORATION
OF
**THE ROSE AND JACK ORLOFF CENTRAL AGENCY FOR
JEWISH EDUCATION OF BROWARD COUNTY, INC.**
(A Florida Not-For-Profit Corporation)

FILED
02 MAR 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is **THE ROSE AND JACK ORLOFF CENTRAL AGENCY FOR JEWISH EDUCATION OF BROWARD COUNTY, INC.** (hereinafter referred to as the "Corporation").

ARTICLE II

PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of a future federal tax code.

More specifically, the Corporation is a not-for-profit corporation and the specific purpose for which this corporation is formed is to provide Jewish education for the Jewish community; to interpret the need of Jewish education to the community and to organize the community for its support; to establish and operate a library and an educational resource center; to aid, extend and improve existing methods, programs and institutions of Jewish education in the community; to maintain and operate Jewish schools; to train and certify teachers; to educate leaders in Jewish communal services; to do all things necessary for the achievement and improvement of Jewish education in Broward County, Florida; and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is, or may in the future be, permitted by the laws of the State of Florida. All funds of the Corporation and any monies from its operation shall be used in the furtherance of the objectives set forth above, and no

benefits shall inure to any private parties, except benefits incidental to the objectives of the Corporation.

ARTICLE III
RIGHTS AND PRIVILEGES

In furtherance of the foregoing purposes of this Corporation, the Corporation shall have the following rights and privileges:

1. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or agency thereof.

2. To borrow or raise money for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the Corporation, whether at that time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

3. To exercise and enjoy all of the other powers, rights and privileges granted to or conferred upon not-for-profit corporations as set forth in the Statutes of the State of Florida.

4. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or necessary and proper for the accomplishment of the objects, benefit and protection of the Corporation, having special regard for qualifications under and compliance with the provisions of the Internal Revenue Code, as amended, concerning tax-exempt organizations.

5. This Corporation shall not operate in any manner which will discriminate against any person on the basis of race, color, religion, sex, national origin, age, handicap or marital status.

ARTICLE IV
DISSOLUTION

Upon dissolution of this corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE V
LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Code Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or corresponding section of any future federal tax code) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding section of any future Federal tax code.)

ARTICLE VI
BY-LAWS

The By-Laws of this Corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by its first Board of Directors, as may be provided in the By-Laws. Amendments to the By-Laws may be made at any stated meeting at which a quorum is present,

providing that notice of the proposed amendment shall have been sent to the Board of Directors with a call to the meeting at least thirty (30) days in advance.

ARTICLE VII

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this Corporation is 5850 South Pine Island Road, Davie, Florida 33328, and the name of the initial registered agent of the Corporation is ALAN B. COHN, ESQ., whose address is 2021 Tyler Street, Hollywood, Florida 33020.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a board of directors consisting of a President, First Vice President, Vice President of Youth Services, Vice President of School and Teacher Services, Vice President of Day Schools, Vice President of Adult/Family/Community Outreach, Vice President of Israel Experience Center, Vice President of Financial Resource Development, Vice President of Strategic Planning, a Secretary and a Treasurer, and not less than eighteen (18) additional directors. The Board of Directors shall be composed of persons elected by the existing Board of Directors in a number and in accordance with the procedures described in the By-Laws. The number of directors may be increased or decreased from time to time, in accordance with the By-Laws of the Corporation, or, prior to the adoption of the By-Laws, by resolution of the initial Board of Directors, but shall never be less than eighteen (18) in addition to the officers stated above. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Caryl Berzofsky
5101 W. Park Road
Hollywood, FL 33021

Dr. Frank Gober
9500 N.W. 44th Place
Coral Springs, FL 33065

Charlotte Baker
3821 Environ Blvd.
Lauderhill, FL 33319

Dr. Karl Brot
2920 Hunter Road
Weston, FL 33331

Alan Cohn
8800 N. Lake Dasha Drive
Plantation, FL 33324

Cookie Gruber
5031 N. 36th Street
Hollywood, FL 33021

Robert Salamon
P.O. Box 836
Dania, FL 33004

Tova Sher
3730 N. 32nd Terrace
Hollywood, FL 33021

Carole Skolnik
9621 Conchshell Manor
Plantation, FL 33324

Louis Arkush
3021 Newport H
Deerfield Beach, FL 33442

Seymour Berzofsky
5101 W. Park Road
Hollywood, FL 33021

Nancy R. Brizel
4800 N. 33rd Court
Hollywood, FL 33021

Jacob Brodzki
4821 N.E. 28th Avenue
Fort Lauderdale, FL 33308

Carol Clarkson
5710 N.E. 21st Road
Fort Lauderdale, FL 33308

Stanley Cohen
1740 S.W. 56th Avenue
Plantation, FL 33317

Shelley Epstein
1700 N.W. 97th Avenue
Plantation, FL 33322

Stuart Epstein
1700 N.W. 97th Avenue
Plantation, FL 33322

Lorraine Goldberg
1338 Ginger Circle
Weston, FL 33326

Mara Goldenberg
3211 S.W. 53rd Street
Fort Lauderdale, FL 33312

Ruth Goldin
2980 Birkdale
Weston, FL 33332

Steven Kass
11711 N. Island Road
Cooper City, FL 33026

Ellie Katz
5633 Live Oak Terrace
Fort Lauderdale, FL 33312

Rabbi Samuel Kieffer
B'nai Aviv
1410 Indian Trace
Weston, FL 33326

Dr. Joel Kimmel
4351 N.W. 103rd Drive
Coral Springs, FL 33065

Joseph Klapholz
3720 N. 54th Avenue
Hollywood, FL 33021

Jenifer Lewison
2793 N.W. 95th Avenue
Coral Springs, FL 33065

Linda Medvin
1420 Fairway Road
Pembroke Pines, FL 33026

Samuel K. Miller
3067 Ventnor P
Deerfield Beach, FL 33442

Muriel Pickard
1947 N.W. 130th Avenue
Pembroke Pines, FL 33028

Louis Reinstein
90 S.W. 91st Avenue, #106
Plantation, FL 33324

Anita Robrish
3150 Inverness
Weston, FL 33332

Mark Roth
3381 N. Park Road
Hollywood, FL 33021

Arlene Simon
6051 N. Ocean Drive, #505
Hollywood, FL 33019

Stephanie Swerdlow
4451 Player Street
Hollywood, FL 33021

Selma Telles
233 Jacaranda Drive
Plantation, FL 33324

Marney Tokar
4305 Diamond Row
Weston, FL 33331

Shane Wolf
5129 Van Buren Street
Hollywood, FL 33021

Until such time as the By-Laws are adopted by members, the initial Board of Directors of the Corporation shall have full power and authority to transact the business of the Corporation, including without limitation admitting members, terminating membership and electing officers.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

ALAN B. COHN
2021 Tyler Street
Hollywood, Florida 33020

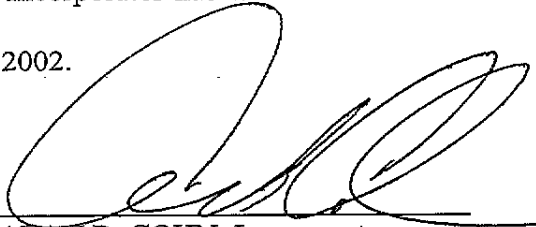
ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any director who is empowered to propose a change to the Articles of Incorporation as set forth in the By-Laws, and shall be adopted at a meeting of the Board of Directors by a majority vote of the directors entitled

to vote on an amendment to the Articles, as set forth in the By-Laws. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the directors, sealed with the corporate seal, signed by the secretary or assistant secretary, and executed and acknowledged by the president or vice president, has been filed with the Secretary of State and all filing fees paid.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 11 day of March, 2002.



ALAN B. COHN, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That The Rose and Jack Orloff Central Agency for Jewish Education of Broward County, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Davie, County of Broward, State of Florida, has named ALAN B. COHN, ESQ., 2021 Tyler Street, Hollywood, Florida 33022, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

ALAN B. COHN
(Resident Agent)

FILED
02 MAR 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA