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GUY GARMAN
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June 26, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

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*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION OF UNITED JEWISH COMMUNITIES - KEY WEST, INC.

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of UNITED JEWISH COMMUNITIES - KEY WEST, INC., a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

Please send a file stamped copy of the Articles of Incorporation to

UNITED JEWISH COMMUNITIES - KEY WEST, INC.
Dr. Loui G. Franke
927 Seminary Street
Key West, Florida 33040

FILED

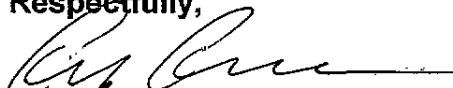
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your prompt attention.

PLEASE ATTACH \$70.00 CHECK HERE

Respectfully,



Guy Garman

1-877- 4- EXEMPT

Enclosures

**ARTICLES OF INCORPORATION
OF
UNITED JEWISH COMMUNITIES - KEY WEST, INC.
A NON-PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of UNITED JEWISH COMMUNITIES - KEY WEST, INC. Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is UNITED JEWISH COMMUNITIES - KEY WEST, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 927 Seminary Street, Key West, Florida 33040, and the mailing address is the same.

ARTICLE III - PURPOSE OF THE CORPORATION

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

The specific purpose(s) for which the corporation is organized is(are):

See Schedule "1"

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the by-laws

ARTICLE V - DIRECTORS

The number of initial directors of this corporation is 8. Their names and address are as follows:

Dr. Loui G. Franke
927 Seminary Street
Key West, Florida 33040

Dr. John Kreinces
181 Key Haven Road
Key West, Florida 33040

Thomas Buchler
1415 Alberta Street
Key West, Florida 33040

David Roumm
1626 Sirugo Avenue
Key West, Florida 33040

Karen Grant-Margil
P.O. Box 5885
Key West, Florida 33045

Creighton Webb
129 Duval Street
Key West, Florida 33040

Al Sachs
269 Golf Club Drive
Key West, Florida 33040

Barbara Webb
129 Duval Street
Key West, Florida 33040

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of this corporation are:

GUY GARMAN
4747 HOLLYWOOD BLVD #274
HOLLYWOOD FL 33021

ARTICLE VII - INCORPORATOR

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Dr. Loui G. Franke
927 Seminary Street
Key West, Florida 33040

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

ARTICLE X - VOTING RIGHTS

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

ARTICLE XI - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director-, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in

these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIV - Dissolution

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Any additional provisions for the operation of the corporation are as follows:

ARTICLE XV - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XVI - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

ARTICLE XVII - COMPENSATION RESTRICTION

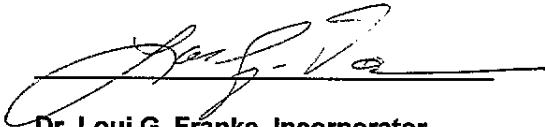
Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE XVIII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 6 July 2002


Dr. Loui G. Franke, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 26, 2002


GUY GORMAN, Registered Agent

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02 JUL 15 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNITED JEWISH COMMUNITIES - KEY WEST, INC.

FILED

SCHEDULE "1"
PART II QUESTION 1
Activities and Operational Information

02 JUL 15 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MISSION STATEMENT: To establish a local organization to oversee and provide continuity to the yearly United Jewish Community (UJC) fund raising campaign. To establish a local organization that can assist the Key West Jewish Community for crisis intervention, social service needs, ongoing educational events with specific emphasis on explaining the mission of the global UJC organization and to assist with fund raising for UJC and UJC-Key West.

What will the activity entail?

>> (see mission statement)

Who will conduct the activity?

>> The Board of Directors, advisors and volunteers from the community

Where will the activity take place?

>> Key West and the lower Keys restricting activity to Monroe County

When will the activity take place?

>> Throughout the year.

What percentage of your organizations' time will this activity take?

>> 100% of the organizations' time will be allocated to the aforementioned

>> mission statement

Who will participate? How will the participants be selected?

>> In addition to the Board of Directors and appointed advisors, volunteers

>> from the community will be solicited for and encouraged to participate.

Will there be fees charged? If yes, please provide a fee schedule.

>> There will be no fees charged to participate in the organization.