

N04000003474

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MERGER OR SHARE EXCHANGE

Adat Israel - The Jewish Learning Community of South

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RE: **Adat Israel - The Jewish Learning Community of Southwest Florida, Inc.**
Fax Audit No. H060001464843

Comments:

Please file the attached:

1. Articles of Merger of Ma'ayan Conservative Synagogue, Inc. with and into Adat Israel - The Jewish Learning Community of Southwest Florida, Inc.

Thank you.

From: Jennifer J. Nogalski, Esq. Phone No. 239-593-2970
THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

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ARTICLES OF MERGER

of

MA'AYAN CONSERVATIVE SYNAGOGUE, INC.,
a Florida nonprofit corporation

with and into

**ADAT ISRAEL - THE JEWISH LEARNING COMMUNITY
OF SOUTHWEST FLORIDA, INC.,**
a Florida nonprofit corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 617.1105, Florida Statutes.

ARTICLE I

The name and jurisdiction of the surviving corporation is Adat Israel - The Jewish Learning Community of Southwest Florida, Inc., a Florida not for profit corporation (the "Surviving Corporation"). The Document Number of the Surviving Corporation is N04000003474.

ARTICLE II

The name and jurisdiction of the merging corporation is Ma'ayan Conservative Synagogue, Inc., a Florida not for profit corporation (the "Merging Corporation").

ARTICLE III

The Plan of Merger is attached to these Articles of Merger as Exhibit A and incorporated herein by reference.

ARTICLE IV

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

ARTICLE V

The Plan of Merger was adopted by the members of the Surviving Corporation on May 18, 2006. The number of votes cast for the Plan of Merger was sufficient for approval and the vote for the Plan of Merger was as follows: 20 votes for the Plan of Merger and 0 votes against the Plan of Merger.

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ARTICLE VI

The Plan of Merger was adopted by the members of the Merging Corporation on April 26, 2006. The number of votes cast for the Plan of Merger was sufficient for approval and the vote for the Plan of Merger was as follows: 21 votes for the Plan of Merger and 1 vote against the Plan of Merger.


ARTICLE VII

The Articles of Incorporation of the Surviving Corporation shall be amended and restated in the form attached to these Articles of Merger as Exhibit B.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Merger as of this 22 day of May, 2006.

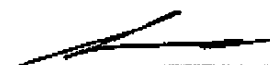
SURVIVING CORPORATION:

ADAT ISRAEL - THE JEWISH LEARNING
COMMUNITY OF SOUTHWEST FLORIDA,
INC., a Florida nonprofit corporation

By: 
Printed Name: Stuart Rony
Title: President

MERGING CORPORATION:

MA'AYAN CONSERVATIVE SYNAGOGUE,
INC., a Florida nonprofit corporation

By: 
Printed Name: Elyon Eshoni
Title: Parschut

**EXHIBIT A
PLAN OF MERGER**

PLAN OF MERGER

This Plan of Merger is made as of April 10, 2006, between Ma'ayan Conservative Synagogue, Inc., a Florida nonprofit corporation (the "Merging Corporation"), and Adat Israel - The Jewish Learning Community of Southwest Florida, Inc., a Florida nonprofit corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations".

Recitals

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3765 Airport-Pulling Road, Suite 200, Naples, Florida 34105.

B. The Merging Corporation is a nonprofit corporation organized and existing under the laws of the State of Florida.

C. The Boards Of Trustees and members of the Constituent Corporations deem it desirable and in the best business interests of their respective Constituent Corporations that the Merging Corporation be merged into the Surviving Corporation pursuant to Sections 617.1101 - 617.1106, Florida Statutes.

Agreement

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

1. Merger. On the Effective Date (defined below), the Merging Corporation shall merge with and into the Surviving Corporation (the "Merger"), which shall be the surviving corporation and which shall continue its corporate existence under the laws of the State of Florida following the Merger.

2. Effective Date. The effective date and time of the Merger shall be upon filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. Terms and Conditions. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merging Corporation without the necessity of separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger.

4. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be amended and restated in the form attached to this Plan of Merger as Schedule 1.

5. Membership. Each membership in the Merging Corporation immediately prior to the Merger shall be converted into a membership in the Surviving Corporation as follows:

a. A family membership in the Merging Corporation held by a married couple and their children shall be converted into a family membership in the Surviving Corporation.

b. A family membership in the Merging Corporation held by a single parent and his or her children shall be converted into a single parent membership in the Surviving Corporation.

c. An individual membership in the Merging Corporation shall be converted into individual membership in the Surviving Corporation.

d. An associate membership in the Merging Corporation held by a married couple and their children shall be converted into a family membership in the Surviving Corporation.

e. An associate membership in the Merging Corporation held by a single parent and his or her children shall be converted into a single parent membership in the Surviving Corporation.

f. An associate membership in the Merging Corporation held by an individual shall be converted into individual membership in the Surviving Corporation.

g. An honorary membership in the Merging Corporation shall be converted into an honorary membership in the Surviving Corporation.

Each membership in the Surviving Corporation will have such rights and privileges as are set forth in the Amended and Restated By-Laws of the Surviving Corporation.

6. Approval by Members. This Plan of Merger shall be submitted for the approval by consent of the members of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida and the governing documents of the Constituent Corporations.


7. Abandonment of Merger. This Plan of Merger may be abandoned by action of the Board of Trustees of either the Merging Corporation or the Surviving Corporation at any time prior to the Effective Date if the Merger is not approved by the members of either the Merging Corporation or the Surviving Corporation on or before July 1, 2006.

8. Governing Law. This Plan of Merger shall be construed and enforced in accordance with the laws of the State of Florida without regard to its conflict of law principles.

IN WITNESS WHEREOF, the parties to this Plan of Merger have signed below on the date and year first above written.

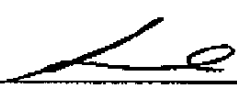
SURVIVING CORPORATION:

ADAT ISRAEL - THE JEWISH LEARNING
COMMUNITY OF SOUTHWEST FLORIDA,
INC., a Florida nonprofit corporation

By: 
Printed Name: Stuart Kaye
Title: President

MERGING CORPORATION:

MA'AYAN CONSERVATIVE
SYNAGOGUE, INC., a Florida nonprofit
corporation

By: 
Printed Name: Elwin FINE
Title: President

SCHEDULE 1
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
SURVIVING CORPORATION

See Exhibit B to the Articles of Merger

**EXHIBIT B
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE SURVIVING CORPORATION**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

BETH TIKVAH OF NAPLES, INC.,
a Florida nonprofit corporation

Pursuant to the provisions of Sections 617.1001 through 617.1007, Florida Statutes, Beth Tikvah of Naples, Inc. (formerly known as Adat Israel – The Jewish Learning Community of Southwest Florida, Inc.), a Florida nonprofit corporation, adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is Beth Tikvah of Naples, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The principal place of business and mailing address of the Corporation is 3765 Airport Road, Suite 200, Naples, Florida 34105.

**ARTICLE III
PURPOSE**

A. The purpose for which the Corporation is organized is an outreach community devoted to inspiring Jews of all ages and personal beliefs to embrace a meaningful Jewish identity. The organization 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, or corresponding section of a future federal tax code.

B. The Corporation shall not authorize or issue shares of stock. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 the purposes set forth in Article III of these Articles. No loans shall be made by the Corporation to its trustees or officers. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or against 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055, 2106(a)(2)(A) and 2522 of the Code. The Corporation hereby expresses the continuing intent to qualify as a tax exempt entity under Section 501(c)(3) of the Code.

C. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the courts of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV DURATION

The term of the Corporation is perpetual.

ARTICLE V TRUSTEES

The method of the election of the Trustees of the Corporation is set forth in the By-Laws of the Corporation.

ARTICLE VI REGISTERED OFFICE AND AGENT

The registered agent and office of the Corporation shall be Ellen A. Goldman, Esquire, c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

ARTICLE VII AMENDMENT

The Corporation reserves the right, by the affirmative vote of the majority of the Corporation's Board of Trustees, to amend or repeal any provision or provisions contained in these Amended and Restated Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated in these Articles and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, Linda M. Scheinberg, as Secretary of the Corporation, has signed these Amended and Restated Articles of Incorporation on this 21st day of May, 2006 and certifies that these Amended and Restated Articles of Incorporation were duly approved and adopted by the members of the Corporation on May 18, 2006, to be effective on filing with the Florida Department of State, and the number of votes cast for the adoption of these Amended and Restated Articles of Incorporation by the members was sufficient for approval.


Linda M. Scheinberg, Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

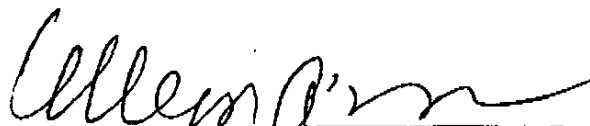
Pursuant to the provisions of Chapter 617.0501 of the Florida Statutes, the undersigned nonprofit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Beth Tikvah of Naples, Inc.
2. The name and address of the registered agent and office are:

Ellen A. Goldman
c/o Porter, Wright, Morris & Arthur LLP
5801 Pelican Bay Boulevard, Suite 300
Naples, Florida 34108

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: May 31, 2006



Ellen A. Goldman