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February 29, 1996

Corporate Records Bureau
Division of Corporations, Department of State
P.O. Box 6327
Tallahassee FL 32301

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-03/04/96--01070--018
*****70.00 *****70.00

Dear Sirs:

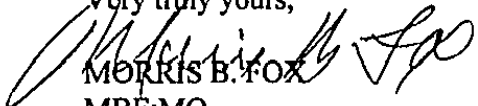
RE: BROTHERHOOD OF TEMPLE BETH SHALOM OF LEE COUNTY, INC.

Our firm represents the above named non profit corporation, which is requesting a charter from the State of Florida in order to start business, as a non profit corporation in Florida. Enclosed are the following:

1. Original and copy of Articles of Incorporation for Brotherhood of Temple Beth Shalom of Lee County, Inc. and certificate of Registered Agent.
2. Check for \$70.00 for Brotherhood of Temple Beth Shalom to cover the following:
\$35.00 filing fee
\$35.00 for registered agent

Please acknowledge that the above articles have been filed on the enclosed copy.

Very truly yours,



MORRIS B. FOX
MBF:MO
Enc.

Marie

GAVE

AUTHORIZATION BY PHONE TO
CORRECT R.A.
DATE 3/6/96
DOC. EXAM. SAB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR -4 AM 11:13

FILED



ARTICLES OF INCORPORATION OF
-of-
A FLORIDA NONPROFIT CORPORATION

FILED

96 MAR -6 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS:

The name of the corporation is:

BROTHERHOOD OF TEMPLE BETH SHALOM OF LEE COUNTY, INC.

The principal office of this corporation is: 702 S.E. 24th Avenue, Cape Coral, Florida.

The mailing address of this corporation is: 702 S.E. 24th Avenue, Cape Coral, Florida.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general, educational, religious and charitable purposes pursuant to the Florida Corporations Not for Profit Law, set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The advancement of religious, charitable and educational functions and missions of Temple Beth Shalom; to educate the members of Temple Beth Shalom on the principals of Judaism; to provide charitable events and functions; and to assist and promote the religious activities of Temple Beth Shalom.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal

Revenue code, as amended, including private foundations and private operating foundations.

ARTICLE V AUTHORIZED MEMBERSHIP CERTIFICATES

A. This Corporation shall be authorized to issue membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that is a nonprofit corporation. The transfer of any of the membership certificates are restricted in the manner described in the ByLaws to all members.

The membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the ByLaws.

C. Except as otherwise prescribed by Florida Law, each person having a membership certificate shall be entitled to one vote.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be four (4) provided, however, that such number may be changed by a By-Law duly adopted by the members.

The directors named herein as the First Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year, until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 702 S.E. 24th Street, Cape Coral, Florida, on March 1st of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such

written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to actions taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Morris Spector
4280 S.E. 20th Place, 2-607, Cape Coral, Florida 33904

Nathan Spector
3903 S.E. 11th Avenue, Cape Coral, Florida 33904

Howard Leposky
1712 Beach Parkway, A-7, Cape Coral, Florida 33904

Saul Krouse
4620 DeLeon Street, A-104, Fort Myers, Florida 33907

B. Corporate Officers:

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	Name	Address
President:	Morris Spector	4280 S.E. 20th Place, 2-607 Cape Coral, Florida 33904
Vice President	Nathan Spector	3903 S.E. 11th Avenue Cape Coral, Florida 33904
Treasurer	Howard Leposky	1712 Beach Parkway, A-7, Cape Coral, Florida 33904
Secretary:	Saul Krouse	4620 DeLeon Street, A-104, Fort Myers, Florida 33907

ARTICLE VII
EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article IV hereof.

B. 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 in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue LAW); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954) (or the corresponding provision of any future United States Internal Revenue Law,) as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court

shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the Bylaws of this corporation.

**ARTICLE X
SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

Morris Spector

4280 S.E. 20th Place, 2-607
Cape Coral, Florida 33904

**ARTICLE XI
AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

**ARTICLE XI
AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

**ARTICLE XII
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XIII
REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 4020 Del Prado Blvd. S Ste. A-1, Cape Coral, FL and the name of its registered agent at said address shall be Morris B. Fox.

**ARTICLE XIV
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

THE UNDERSIGNED, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation, under the laws of the State of Florida, has executed these Articles of Incorporation, this 23 day of

January, 1996.

Witnesses:

William J. ...

Morris B. Fox

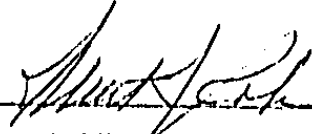
Morris Spector
Morris Spector

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority personally appeared MORRIS SPECTOR who [] is personally known to me; or [] who provided a Florida drivers license as identification; or [] who produced _____ as identification, and who did take an oath; to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

22 day of February 1996.



Notary Public

My Commission Expires:

(SEAL)

OFFICIAL NOTARY SEAL
ALMER CORTIZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0028823
MY COMMISSION EXP. JAN. 19, 1997

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

In compliance with Chapter 617, Florida Statutes, the following is
submitted:

FIRST: That BROTHERHOOD OF TEMPLE BETH SHALOM OF
LEE COUNTY, INC. desiring to organize or qualify under the laws of the State of
Florida with its principal place of business at 702 S.E. 24th Street, Cape Coral, State
of Florida, has named Morris B. Fox located at 4020 Del Prado Blvd. S, ste. a-1
Cape Coral, FL as its agent to accept service of process within Florida.

Morris B. Fox
Corporate Officer

President
Title

2-2-96
Date

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

Morris B. Fox
Registered Agent

2-23-1996
Date

MORRIS - B - FOX

FILED
96 MAR -4 AM 11:13
STATE
TALLAHASSEE, FLORIDA