

N96000001851

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No. 52504

RE: American Friends of the Motor
Foundation Inc 95 APR -5 1111:06

SEC. OF STATE OF FLORIDA
 TALLAHASSEE, FLORIDA

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	**** 122.50	**** 122.50
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

Handwritten signature/initials

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>4/5</u>	_____	_____
TIME	<u>10:00</u>	_____	CK No. _____
BY	<u>[Signature]</u>	_____	_____

WALK-IN Will Pick Up _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: American Friends of The Holon Foundation, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50.

FROM: Jack Sacks, P.A.
Name (printed or typed)
2101 Corporate Blvd., N.W. #101
Address
Boca Raton, FL 33431
City, State, & Zip
(407) 994-5530
Telephone Number

Note: Please provide the original and one copy of the Articles.

FILED

96 APR -5 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

American Friends of The Holon Foundation, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation pursuant to chapter 617, Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

American Friends of The Holon Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:

10604 Plainview Circle, Boca Raton, FL 33498-6362

ARTICLE III PURPOSE

Section 1. This is a not-for-profit corporation organized solely for general not-for-profit purposes pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. The general nature, object and purpose of the corporation shall be exclusively charitable, religious, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter referred to as the "Code") and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors or the members to the full extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth in this Article.

Section 2. The Corporation is organized exclusively for charitable, religious, literary, and educational purposes, including but not limited to, such purposes:

(a) A percentage of the money raised by American Friends of the Holon Foundation, Inc. is intended to go to the Friends of the Holon Foundation (FHF), of Holon, Israel, which is a non-profit charitable foundation incorporated in Holon, Israel in January, 1996. The Friends of Holon Foundation's purpose is to fund capital projects in Holon, Israel such as a childrens museum, media-tech library, music center, and sports therapy center for children with disabilities.

ARTICLE IV ELECTION OF DIRECTORS

The American Friends of The Holon Foundation, Inc. will have a Board of Directors composed of no more than 25 directors, but never less than three (3), who will serve a term of two years. The method of election of the directors shall be as stated in the bylaws.

The American Friends of The Holon Foundation, Inc. will have an Executive Committee that includes the following members: Chairman, Vice-President, Secretary, Treasurer, and Administrator. It will be composed of no more than 8 members in total. Members of the Executive Committee will serve for a term of two years.

The Executive Committee shall have ultimate responsibility for recommending annual fund raising plans along with the help of the administrator, for approval by the Board of Directors.

Membership to the Board of Directors will include an annual contribution of \$100. Membership to the organization will include an annual membership of \$36.

ARTICLE V QUALIFICATION OF MEMBERS

Section 1. Qualification. The membership of this Corporation shall constitute the persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

Section 2. Voting Rights. Members, other than directors, shall not be entitled to vote except as provided in these Articles, the Bylaws, or as and when, if ever, determined by the Board of Directors by their sole discretion.

Section 3. No Vesting. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation.

Section 4. No Liability. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI CORPORATE POWERS - RESTRICTIONS

Notwithstanding any other provisions in these Articles, (1) the purposes for which this corporation is organized and shall be operated are exclusively charitable within the meaning of Section 501(c)(3) of the Code, (2) this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and (3) all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used so that no part of the net earnings of the corporation will in any event or at any time inure to the personal benefit of, or be distributable to, any member, director, officer or trustee of the corporation or to any private organization or individual; provided, however, that reasonable compensation may be paid to any member, officer, director or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above.

ARTICLE VII OFFICERS

Subject to the direction of the Board of Directors the affairs of the Corporation shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Directors. The following persons shall constitute the initial officers of the Corporation and they shall continue to serve as such officers until removed by the Board of Directors.

Dror Zakok
8762 SW 133rd Street
Miami, (305)255-3030
Chairman-President

Barbara Silverman
20941 NE 21st Avenue N.
Miami, (305)932-5692
Vice Chairman - Secretary

Ira Selinger
1351 SW 141st Avenue
Pembroke Pines, (305)450-2504
Vice President

Leonard Cordes
3120 S. Ocean Blvd.
Palm Beach, (407)547-0658
Treasurer

Alan Klugman
10604 Plainview Circle
Boca Raton, (407)487-0939
Vice-President Administrator

ARTICLE VIII DIRECTORS

The following persons shall constitute the first Board of Directors and shall hold office and serve until the successors are elected as provided in the Bylaws.

Dror Zukok
8762 SW 133rd Street
Miami, (305)255-3030

Barbara Silverman
20941 NE 21st Avenue N.
Miami, (305)932-5692

Ira Solinger
1351 SW 141st Avenue
Pembroke Pines, (305)450-2504

Marlene Kulwin
4017 Newport G.
Deerfield Beach, (305)421-4044

Leonard Cordes
3120 S. Ocean Blvd.
Palm Beach, (407)547-0658

Chester Epstein
3500 Mystic Pointe Drive
Aventura, (305)932-5433

Alan Klugman
10604 Plainview Circle
Boca Raton, (407)487-0939

Fran Brody
4461 White Cedar Lane
Delray Beach, (407)498-2290

ARTICLE IX TAX EXEMPT STATUS

Section 1. Prohibition on Private Inurement. No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Prohibition on Lobbying/Intervention in Political Campaigns. No substantial part of the activities of the Corporation shall be carrying on the 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.

Section 4. Other Prohibitions. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Section 5. Public Charity Status. It is intended that the Corporation will qualify as a public charity under Section 501(c)(3) of the Code; however, the following provisions shall be applicable if it is determined that the Corporation is to be treated by the Internal Revenue Service as a "private foundation", for such period as the Corporation shall be classified as a private foundation. Notwithstanding anything herein to the contrary, in the event the Corporation is treated as a private foundation, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Section 4940 through 4945 of the Code, or could result in termination or the Corporation's status as a private foundation under Section 507 of the Code (except actions designed to cause the Corporation to be classified as a public charity).

Section 6. Private Foundation Status. During such period, or periods as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation must comply with the following:

Section 6.1. Taxable Distributions. The Directors must distribute the Corporation's net revenues at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code.

Section 6.2. Self-Dealing. The Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code).

Section 6.3. Excess Business Holdings. The Corporation is prohibited from retaining any excess business holding (as defined in Section 4941(d) of the Code) which would subject the Corporation to tax under Section 4945 of the Code.

Section 6.4. Jeopardizing Investments. The Corporation is prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code. Moreover, the Corporation is prohibited from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the Directors have acquired such assets.

Section 6.5. Taxable Expenditures. The Corporation is prohibited from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE X MEETINGS

Section 1. Annual Meeting. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. Regular and Special Meetings. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XI DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed to such other entity qualifying as a tax-exempt charity under Section 501(c)(3) of the Code as the Directors shall select, by their sole discretion, to be used by such tax-exempt charity for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the Corporation's assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by the Circuit Court 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 XII INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the full extent permitted by law.

ARTICLE XIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Alan Klugman
10604 Plainview Circle
Boca Raton, FL 33498-6362

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 4th day of April, 1996.

Alan Klugman
Signature
Alan Klugman
Print Name

FILED

96 APR -5 AM 11:04

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws 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: American Friends of The Holon
Foundation, Inc.

2. The name and address of the registered agent and office is:

Alan Klugman
(NAME)

10604 Plainview Circle
(P.O. BOX NOT ACCEPTABLE)

Boca Raton, FL 33496
(CITY/STATE/ZIP)

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.

SIGNATURE Alan Klugman
DATE 4/4/96