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ARTICLES OF INCORPORATION
OF
JEWISH INSTITUTE FOR THE ARTS, INC.
(A Not For Profit Corporation)

The undersigned, acting as Incorporator of JEWISH INSTITUTE FOR THE ARTS, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be JEWISH INSTITUTE FOR THE ARTS, INC. The initial principal office shall be located at: 9557 Islamorada Terrace, Boca Raton, Florida 33496.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

In furtherance of this purpose, the Corporation will (i) receive artwork from various donors and contributors, (ii) purchase and/or sell artwork, (iii) promote said artwork through traveling and/or permanent exhibits, including Internet displays, (iv) sponsor themed, juried art competitions and auctions, (v) produce publications or other art-related decorative items, and

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(vi) produce educational programs in hope of promoting Jewish fine arts. The Corporation may also sponsor educational programs to teach and train museum curators and/or collectors about Jewish fine art.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

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C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute so much or all of its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Board of Directors or any Officers of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under 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.

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ARTICLE VIINCORPORATOR

The name of the Incorporator of this Corporation is SHALOM J. P. GOLDBERG, and the address of said Incorporator is 9557 Islamorada Terraco, Boca Raton, Florida 33496.

ARTICLE VIIOFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIIIBOARD OF DIRECTORS

A. The number of persons constituting the Board of Directors shall be three (3). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
SHALOM J. P. GOLDBERG	9557 Islamorada Terrace Boca Raton, Florida 33496
CHAIM GOLDBERG	9557 Islamorada Terrace Boca Raton, Florida 33496
RACHEL GOLDBERG	9557 Islamorada Terrace Boca Raton, Florida 33496

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board, the remaining Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy. Otherwise, Directors shall be elected as provided in the By-Laws.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE IX

BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the

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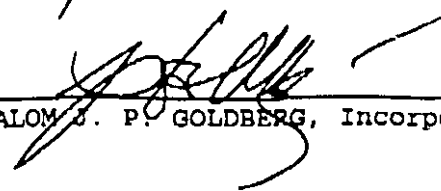
By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 9557 Islamorada Terrace, Boca Raton, Florida 33496, and the name of the registered agent of the Corporation at that address is SHALOM J. P. GOLDBERG.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signatures this ~~23~~ day of July, 1996.



SHALOM J. P. GOLDBERG, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article VII of these Articles of Incorporation, hereby accepts the appointment as such registered agent and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



SHALOM J. P. GOLDBERG

Dated: 7/22/96

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