

NO40000000731

(Requestor's Name)

Bruce S. Sherman

8889 Pelican Bay Boulevard, Suite 500
Naples, Florida 34108

(Address)

(City/State/Zip/Phone #)

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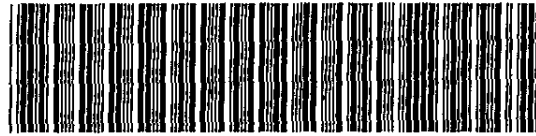
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STATE
TALLAHASSEE FLORIDA
2004 JAN 15 PM 1:07

gr 1/26/04

**Articles of Incorporation of
Jewish Community Center of Southwest Florida, Inc.
A Florida Nonprofit Corporation**

2004 JAN 15 PM 1:07
TALLAHASSEE STATE
FLORIDA

Article 1. Name

The name of the Corporation is Jewish Community Center of Southwest Florida, Inc.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The purposes of the corporation are as follows:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.
- B. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.
- C. Said 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 any future federal tax code.
- D. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an

organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- E. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 4. Members

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Bruce S. Sherman
8889 Pelican Bay Boulevard, Suite 500
Naples, Florida 34108

Jay Baker
4601 Gulf Shore Blvd. North
Naples, FL 34103

Stephen Schwartz
328 Colony Drive
Naples, FL 34108

Michael A. Feldman
741 Hickory Road
Naples, FL 34108

Article 5. Initial Registered Agent and Office

The initial registered agent is Michael A. Feldman.
The initial registered office is 8889 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108.

Article 6. Initial Board of Directors

The initial Board of Directors shall have three members whose names and addresses are:

Bruce S. Sherman
8889 Pelican Bay Boulevard, Suite 500
Naples, Florida 34108

Jay Baker
4601 Gulf Shore Blvd. North
Naples, FL 34103

Stephen Schwartz
328 Colony Drive
Naples, FL 34108

Michael A. Feldman
741 Hickory Road
Naples, FL 34108

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers

The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President: Bruce S. Sherman, 8889 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108
Vice President: Jay Baker, 4601 Gulf Shore Blvd. North, Naples, FL 34103
Vice President: Stephen Schwartz, 328 Colony Drive, Naples, FL 34108
Secretary: Michael A. Feldman, 8889 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108
Treasurer: Michael A. Feldman, 8889 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108

Article 8. Incorporator

The name and address of the incorporator of this corporation is:
Michael A. Feldman, 8889 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108

Article 9. Nonstock Basis

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 10. Corporate Address

The street address of the Corporation's initial principal office and the Corporation's mailing address is 8889 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of January, 2004.

Michael A. Feldman

(Signature of Incorporator, Michael A. Feldman)

Acknowledged before me on this 14th day of January, 2004, by Michael A. Feldman, who is personally known to me, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes there in expressed.

Deanna Adams
NOTARY PUBLIC-STATE OF FLORIDA

Name: Deanna Adams
Commission No. CC 953646
My Commission Expires: 8/23/04



Deanna Adams
Commission # CC 953646
Expires Aug. 23, 2004
Bonded Through
Atlantic Bonding Co., Inc.

I accept designation as registered agent:

Michael A. Feldman

Michael A. Feldman

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TALLAHASSEE FLORIDA