


**CORPORATE
ACCESS,
INC.**

20100006754
236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Federation Holdings, II, LLC
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF ORGANIZATION OF
FEDERATION HOLDINGS, II, LLC

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE 1.
NAME

The name of the Limited Liability Company is FEDERATION HOLDINGS, II, LLC (the "Company").

ARTICLE 2.
PURPOSE

(a) The Company is not formed for pecuniary profit or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Company is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Company is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Company's sole member, The Jewish Federation of Broward County, Inc., a Florida not-for-profit corporation ("Jewish Federation"). The Company, in connection with furthering its stated purposes, shall limit its activities to those consistent with the purposes of the Jewish Federation and the Jewish Federation's not-for-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

(b) The Company shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE 3.
ADDRESS

The mailing address and street address of the principal office of the Company is 5980 South Pine Island Road, Davie, Florida 33328.

ARTICLE
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Issie Goldstein	5890 South Pine Island Road Davie, FL 33328

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ARTICLE 4.
MEMBERS

730573

- a. The initial sole member of the Company is The Jewish Federation of Broward County, Inc.
- b. A member of the Company shall not cease to be a member of the Company upon the occurrence of an event specified in Florida Statutes Section 608.4237.

ARTICLE 5.
MANAGEMENT

The Company shall be managed by the Members.

ARTICLE 6.
TERM

The Company shall have perpetual existence.

ARTICLE 7.
DISSOLUTION

Upon dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company by contribution exclusively to The Jewish Federation of Broward County, Inc., a Florida not-for-profit corporation, or one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE 7.
NO PERSONAL LIABILITY

The managers, officers and agents of the Company shall not be held personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official and authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers and agents, to the fullest extent permitted by law.

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ARTICLE 8.
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its Managers, other private persons or for-profit corporations, except that the Company 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 II herein.

ARTICLE 9.
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

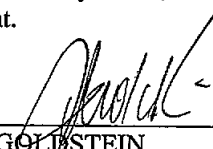
IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 24 day of April, 2001.

The Jewish Federation of Broward County, Inc., a
Florida not-for-profit corporation,

By: Barry Alter, President
DR. BARRY ALTER, PRESIDENT

**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for FEDERATION SCHOOL LANDS, LLC 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.



ISSIE GOLUBSTEIN
Registered Agent

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