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Division of Corporations  
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To:  
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From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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FLORIDA NON-PROFIT CORPORATION  
HOLLYWOOD BAIS MEDRASH, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OFHOLLYWOOD BAIS MEDRASH, INC.

A CORPORATION NOT FOR PROFIT

ARTICLE I - NAME

The name of this corporation is **HOLLYWOOD BAIS MEDRASH, INC.**, a corporation not for profit.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: **11900 BISCAYNE BOULEVARD MIAMI, FL 33181.**

ARTICLE III - PURPOSE

This corporation is organized for the purpose of worshipping and celebrating Jewish holidays and life cycle events in a traditional Jewish style, praying together and engaging in charitable activities and Jewish education.

ARTICLE IV - QUALIFICATION OF MEMBERS

Any person who wishes to worship and participate in communal Jewish activities is welcomed as a member.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **11900 BISCAYNE BOULEVARD #290 MIAMI, FLORIDA 33181** and the name of the initial registered agent of this corporation at that address is **KIM MARKS CPA.**

ARTICLE VI - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
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<b>MICHAEL KREUTER</b>	<b>5344 SW 32 AVENUE</b>
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<b>5344 SW 32 AVENUE</b>	<b>FT LAUDERDALE FL 33312</b>
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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but in no event shall be less than three (3). The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL KREUTER SUSAN KREUTER WILLIAM KREUTER	5344 SW 32 AVENUE FT LAUDERDALE FLORIDA 33312
LINDA FREEDMAN DAVID FREEDMAN	5334 SW 34 TERRACE FORT LAUDERDALE FLORIDA 33312
HOWARD WALDMAN JUDY WALDMAN	3441 SW 52 STREET FORT LAUDERDALE FLORIDA 33312
DAVID BERGER GOLDA BERGER	5375 SW 33 AVENUE FORT LAUDERDALE FLORIDA 33312
BARRY COHEN TERRY COHEN	5297 SW 34 AVENUE FORT LAUDERDALE FLORIDA 33312

**ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS**

The Board of Directors shall be elected by the membership at each annual meeting of the members.

**ARTICLE IX - OFFICERS**

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

**ARTICLE X - REVENUE**

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 III hereof. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf

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of any candidate for public office, by publishing or distributing statements or other notwithstanding any other provisions of the 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 1986 (or the corresponding provision of any future United States Revenue Law).

### ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provision for the payment of all of 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, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), assets not so disposed of 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.

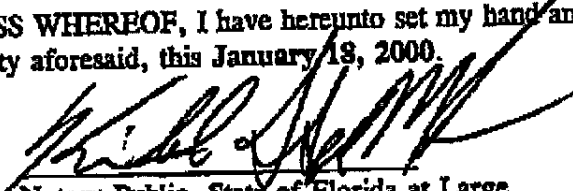
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this January 18, 2000.

  
MICHAEL KREUTER, BOARD MEMBER

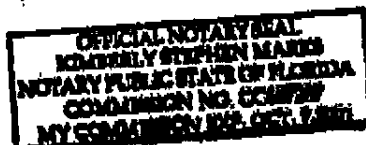
STATE OF FLORIDA  
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MICHAEL KREUTER, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this January 18, 2000.

  
Notary Public, State of Florida at Large

My commission Expires:



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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 SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT HOLLYWOOD BAIS MEDRASH, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL MAILING ADDRESS AT CITY OF MIAMI, STATE OF FL 33181, HAS NAMED KIM MARKS CPA, LOCATED AT 11900 BISCAYNE BOULEVARD, STATE OF FL 33181, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

X SIGNATURE

Michael Kreuter  
MICHAEL KREUTER

TITLE BOARD MEMBER

DATE January 18, 2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 19 AM 8:38

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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 PERFORMANCE OF MY DUTIES.

SIGNATURE

[Signature]  
(Resident Agent)

DATE January 18, 2000

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