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**Florida Department of State**

Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**CHABAD TORAH CENTER OF DOWNTOWN FORT LAUDERDALE**

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ARTICLES OF INCORPORATION

OF

CHABAD TORAH CENTER OF DOWNTOWN FORT LAUDERDALE, INC.

A Florida Corporation Not-For-Profit

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

CHABAD TORAH CENTER OF DOWNTOWN FORT LAUDERDALE, INC.

ARTICLE II - PURPOSE

The purposes for which the Corporation is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

2. To provide Orthodox Jewish religious, educational and social services to the Jewish community and to the community at large, and for all other lawful purposes which this corporation may undertake and maintain its status under the Internal Revenue Code Section 501 (c) (3).

Prepared by: David M. Lazarus, Esq.  
2255 Glades Road, Suite 422A  
Boca Raton, FL 33431  
Telephone: (561) 997-9956  
FBN:380237

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3. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

4. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

ARTICLE III - MEMBERS

The qualification for members and the manner of their admission to membership shall be regulated by the by-laws for this corporation. Qualification shall be available only to persons who have interest in the promulgation and furtherance of the teachings of Orthodox Judaism in general, and of the Chabad Lubavitch teachings in particular.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator is:

David M. Lazarus, Esquire  
2255 Glades Road, Suite 422A  
Weston, Fl 33431

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ARTICLE VI - DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) directors, and which shall always be an odd number. The by-laws shall provide for the method of election and the method of determining the number of directors from time to time. In the absence of a determination as in the number of directors, the Board of Directors shall consist of three (3) directors.

2. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Rabbi Schneur Z. Kaplan  
276 Hibiscus Avenue  
Lauderdale By the Sea, FL 33308

Rabbi Moishe Meir Lipszyc  
276 Hibiscus Avenue  
Lauderdale By the Sea, FL 33308

Devorah Kaplan  
276 Hibiscus Avenue  
Lauderdale By the Sea, FL 33308

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors and the by-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated

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by the Board of Directors are as follows:

PRESIDENT/SECRETARY ..... RABBI SCHNEUR Z. KAPLAN

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation.

ARTICLE IX - BY-LAWS

The first by-laws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or members in the manner provided by the by-laws.

ARTICLE X - AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

1. A majority of the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the by-laws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the

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proposed amendment or such a summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Corporation.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

ARTICLE XI - INITIAL PRINCIPAL OFFICE

The address of the Corporation's initial principal office shall be 276 Hibiscus Avenue, Lauderdale By the Sea, FL 33308.

ARTICLE XII

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Corporation shall be :  
c/o DAVID M. LAZARUS, ESQUIRE, 2255 Glades Road, Suite 422A, Boca Raton, FL 33431. The initial registered agent of the Corporation at that address is DAVID M. LAZARUS.

Having been named to accept service of process for the above-stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of

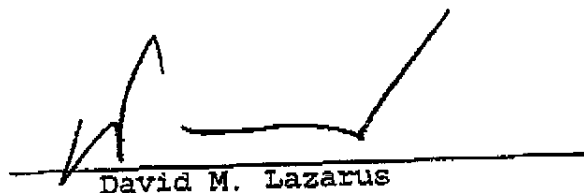
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Chapters 607 and 617 of the Florida Statutes relative to keeping open said office.

  
David M. Lazarus

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 28 day of March, 2000.

  
David M. Lazarus

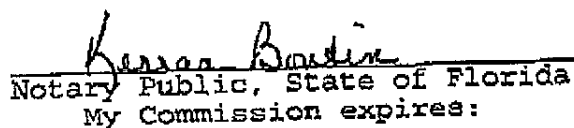
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STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) SS:

BEFORE ME, the undersigned authority, personally appeared David M. Lazarus, who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Boca Raton, Florida, this 28 day of March, 2000.

  
Notary Public, State of Florida  
My Commission expires:



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