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FLORIDA NON-PROFIT CORPORATION

AISH HATORAH OF PALM BEACH COUNTY, INC.

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**ARTICLES OF INCORPORATION OF
AISH HATORAH OF PALM BEACH COUNTY, INC.
A Florida corporation not for profit.**

The undersigned, acting as incorporator of AISH HATORAH OF PALM BEACH COUNTY, INC., under the Florida Not For Profit Corporation Act, adopts the following article of incorporation:

ARTICLE I

NAME

The name of the corporation is **AISH HATORAH OF PALM BEACH COUNTY, INC.**, a Florida corporation not for profit. The principal office address is 7000 W. Palmetto Park Road, Suite 200, Boca Raton, FL 33433.

ARTICLE II

TERM

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III

INCORPORATOR

The name and street address of the incorporator is as follows:

Steven Garellek, Esquire
Law Offices of Steven Garellek, P.A.
7000 W. Palmetto Park Road, Suite 200
Boca Raton, FL 33433

ARTICLE IV

PURPOSE

This corporation is formed for such religious and educational purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

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Within the scope of the foregoing, the corporation is specifically organized to engage in the following activities:

To foster and promote Jewish Education, to accept and receive charitable donations, gifts and legacies for the purpose of aiding the corporation in its endeavor; to buy, sell, lease, receive and encumber such real estate and personal property as may be necessary, advisable or beneficial for the carrying out of the purposes of the corporation, and to do any and all things incident to or in connection with the carrying out of the purposes of this Corporation.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law of (b) a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to religious organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as now in existence or as may hereafter be amended.

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ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jerry Palatnik	102 Ava Road Toronto, Ontario Canada M6C 1W1
Lori Palatnik	102 Ava Road Toronto, Ontario Canada M6C 1W1
Brian LeBowitz	120 Shelborne Avenue, #606 Toronto, Ontario Canada M6B 2M7

The manner in which the directors are to be elected or appointed is by the majority vote of the members.

ARTICLE VIII**INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified to the extent permitted by law by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of being or having been a Director or Officer of the corporation (whether or not he or she is a Director or Officer of the corporation at the time he or she is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

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ARTICLE IX**MEMBERSHIP**

The membership of this corporation shall consist of all persons named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons of the Jewish faith who meet the membership requirements of the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X**BYLAWS**

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action.

ARTICLE XI**AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be proposed by any director of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Directors.

ARTICLE III**INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation is Steven Garelick, Esq., 7000 W. Palmetto Park Road, Suite 200, Boca Raton, FL 33433.

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation of this 13 day of June, 2000, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


STEVEN GARELLEK

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **AISH HATORAH OF PALM BEACH COUNTY, INC.**, at the place designated in the Articles of Incorporation, 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.

DATED: June 12, 2000


STEVEN GARELLEK

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