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From:

Account Name : KALISH & WARD, P.A.
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FLORIDA NON-PROFIT CORPORATION

HEBREW ACADEMY OF TAMPA, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 1, 2000

KALISH & WARD, P.A.

SUBJECT: HEBREW ACADEMY OF TAMPA, INC.
REF: W00000021672

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

FAX Aud. #: E00000046127
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

HEBREW ACADEMY OF TAMPA, INC.

A Not For Profit Corporation

ARTICLE I

NAME

The name of the Corporation shall be:

HEBREW ACADEMY OF TAMPA, INC.

ARTICLE II

PURPOSE

Sec. 1. This corporation (sometimes hereinafter referred to as the "assembly") is organized to engage exclusively in religious, charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Sec. 2. No part of the net earnings of this corporation shall inure to the benefit of any member, trustee or officer of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation in furtherance of one or more of its purposes).

Sec. 3. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office

Prepared and filed by:

William Kalish, Esq.

Kalish & Ward, P.A.

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Sec. 4. Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and no member, trustee or officer of this corporation, or other private individual shall be entitled to share in the distribution of any of the assets.

Sec. 5. The general nature of the purposes of this corporation shall be to provide a place of rest, recreation and Orthodox Jewish religious atmosphere, to conduct religious classes in accordance with the tenets and practices of the Orthodox Jewish faith, to establish a school that will insure the sacred tradition inherent in Orthodox Judaism, and to engage in any other lawful activity as permitted by the laws of the State of Florida that shall specifically fulfill the aforementioned general language.

ARTICLE III
PREROGATIVES

Sec. 1. This corporation shall have and exercise all powers necessary or convenient to effect any and all of the religious, charitable and educational purposes for which this corporation is organized.

Sec. 2. This corporation shall neither have or exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

- (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time; or
- (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time.

Sec. 3. In connection therewith, or incidental thereto, the corporation shall have the right to acquire, either by gift or by purchase, and to hold, own, sell, mortgage or encumber in any

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manner, lease and improve real estate and personal property for itself and others either as a trustee or otherwise.

ARTICLE IV

MEMBERSHIP

The membership of this corporation shall be constituted of all persons hereinafter named as subscribers and such other persons as from time to time may become members in the manner provided in the by-laws.

ARTICLE V

MANAGEMENT OF THE CORPORATION

Sec. 1. The affairs of the corporation shall be managed by a governing board called the Board of Trustees subject to and in accordance with the bylaws of the corporation consisting of not less than three members and a body of officers consisting of a President, a Treasurer and a Secretary.

Sec. 2. The Board of Trustees and the officers shall be selected as provided in the bylaws of the corporation.

Sec. 3. The Board of Trustees and the officers shall perform such duties and hold such offices for such terms as shall be provided in the bylaws of the corporation.

ARTICLE VI

DURATION

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII

PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

Sec. 1. The initial principal office, and the mailing address, for the corporation shall be 14908 Pennington Road, Tampa, Florida 33624.

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Sec. 2. The initial registered office of this corporation shall be located at 14908 Pennington Road, Tampa, Florida 33624, and the initial registered agent of this corporation shall be Rabbi Yossie Dubrowski. The corporation shall have the right to change such registered office and such registered agent from time to time, as provided in the bylaws.

ARTICLE VIII

AMENDMENTS

Sec. 1. *Bylaws.* The power to adopt the bylaws of this corporation, to alter, amend, or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Trustees of this corporation. The bylaws may be made, altered or rescinded by a two-thirds majority of the Board of Trustees present at a specially called meeting for said purposes.

Sec. 2. *Articles.* These Articles of Incorporation may be amended from time to time at any regular meeting or special meeting of the Board of Trustees of the corporation called for that purpose by a two-thirds vote of the Board of Trustees of the corporation in attendance and voting, provided due notice of such proposed change shall have been made in accordance with the bylaws of the corporation.

ARTICLE IX

INITIAL BOARD OF TRUSTEES

The names and addresses of the initial Board of Trustees of the corporation who shall hold office until their successors are duly selected are:

<u>Name</u>	<u>Address</u>
Rabbi Yossie Dubrowski	4717 Grainey Ave., Tampa, Florida 33624
Moshe Dubrowski	630 Empire Blvd., Brooklyn, New York
Nathan Dubrowski	630 Empire Blvd., Brooklyn, New York
Sulha Dubrowski	4717 Grainary Ave., Tampa, Florida 33624

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ARTICLE X
INITIAL OFFICERS

The names of each of the Officers of this corporation who shall hold office until their successors are selected shall be:

<u>Name</u>	<u>Address</u>
Rabbi Yossie Dubrowski <i>President</i>	4717 Grainary Ave., Tampa, Florida 33624
Moshe Dubrowski <i>Vice-President</i>	630 Empire Blvd., Brooklyn, New York
Nathan Dubrowski <i>Treasurer</i>	630 Empire Blvd., Brooklyn, New York
Sulha Dubrowski <i>Secretary</i>	4717 Grainary Ave., Tampa, Florida 33624

ARTICLE XI
SUBSCRIBER

The name and residence of the initial subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Rabbi Yossie Dubrowski	4717 Grainary Ave., Tampa, Florida 33624

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ARTICLE XII
INCORPORATOR

The name and residence of the sole incorporator of these Articles of Incorporation is as follows:

Name

Address

Rabbi Yossie Dubrowski

4717 Grainary Ave., Tampa, Florida 33624

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation under the penalties of perjury for the uses and purposes therein stated this 31st day of August, 2000.

/s/ Yossie Dubrowski

Rabbi Yossie Dubrowski

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, YOSSIE DUBROWSKI, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 31st day of August, 2000.

/s/Yvossie Dubrowski
YOSSIE DUBROWSKI

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