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November 15, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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Dear Sir:

RE: THE INTERFAITH HOLOCAUST MEMORIAL FUND, INC.

Our firm represents the above named corporation which is requesting a charter from the State of Florida in order to start business as a Corporation in Florida.

Enclosed are the following papers, together with our check:

- a. Original and copy of Articles of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent.
- c. Check to cover fees and costs in the amount of \$70.00.

Please return certified copy as soon as possible.

Very truly yours,

Morris Fox GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Zip Code*
DATE *12-4-00*
DOC. EXAM *PN*

MORRIS B. FOX

MBF:tas
Enc.

FILED
00 NOV 30 PM 4: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
THE INTERFAITH HOLOCAUST MEMORIAL FUND, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
00 NOV 30 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation shall be: **THE INTERFAITH HOLOCAUST MEMORIAL FUND, INC.**

ARTICLE II
PRINCIPAL OFFICE

The principal address of the corporation at the time of incorporation is:
1326 SE 21st Avenue, City of Cape Coral, County of Lee, Florida. The zip code is 33990.

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is to raise funds to develop and build a Holocaust Museum, Memorial Center and Cultural Park and to provide charitable contributions to worthy recognized charities approved by the Board of Directors.

ARTICLE IV
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal

Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V MANNER OF ELECTION

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of (number not less than 3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the (board of directors or members entitled to vote)

(b) Election of Directors: The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers: The officers of this corporation shall be a president, a vice president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) Standing Committees: This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of (three) persons and an admission committee of (three) persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE VI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE VII AMENDMENTS OF BY-LAWS

Subject to the limitations in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE VIII INITIAL DIRECTORS & OFFICERS

The following (number not less than three) persons shall serve the corporation as Directors until the first annual meeting or other meeting called to elect directors:

Name	Address	Title
Norman A. Kaufman	1326 SE 21st Avenue Cape Coral, FL 33990	President
Nancy K. Kaufman	1326 SE 21st Avenue Cape Coral, FL 33990	Treasurer
Albert Cohen	5115 Sunnybrook Court Cape Coral, FL 33990	Vice President
Pauline Cohen	5115 Sunnybrook Court Cape Coral, FL 33990	Secretary

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is:
5115 Sunnybrook Court, City of Cape Coral, County of Lee, Florida, and the name
of the Corporation's initial registered agent at such address is Pauline Cohen.
The zip code is 33990.

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 and complete performance of my duties.

Pauline Cohen
Pauline Cohen, Registered Agent

ARTICLE X
INCORPORATORS

The name and address of the incorporator is:

Name
Norman A. Kaufman

Address
1326 SE 21st Avenue
Cape Coral, FL 33990

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 20th day of NOVEMBER, 2000.

Norman A. Kaufman
Norman A. Kaufman, President