

**CORPORATE
ACCESS,
INC.**

NO1000005609

236 East 6th Avenue . Tallahassee, Florida 32303

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Articles

1.) DKJA, Inc.
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION OF
DKJA, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned incorporators hereby adopt the following Articles to form this nonprofit corporation, organized pursuant to Florida Corporations Not For Profit Statute Section 617.

ARTICLE I
CORPORATE NAME

The name of the Corporation is: DKJA, Inc.

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the initial principal office is: 9701 Donna Klein Boulevard, Boca Raton, Florida 33428.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES

This nonprofit corporation has the following primary and specific purposes:

A. The advancement of charitable, educational and scientific purposes, and any other related charitable purposes by the distribution of its funding for such purposes.

B. To receive and maintain real, tangible, or intangible property, or any combination of the three, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, athletic and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations issued pursuant thereto or the corresponding provision of any future United States Internal Revenue law. In furtherance of the above enumerated purposes, this Corporation shall have any and all lawful powers provided in the Florida Statutes that are not in conflict with these articles.

C. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (ii) 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 Internal Revenue law.

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ARTICLE IV

Restrictions

A. This Corporation is a non-profit corporation organized pursuant to the Florida Not for Profit Corporation Act, and is created, organized, and shall be operated exclusively for religious, charitable, scientific, literary, athletic and educational purposes.

B. This Corporation is one that does not contemplate pecuniary gain or profit to directors or officers thereof and no part of any net earnings of the Corporation shall inure to the benefit of any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the Corporation.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

D. No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this Corporation is and shall be irrevocably dedicated to religious, charitable, scientific, literary, athletic and educational purposes, and in the event of a dissolution of this Corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for religious, charitable, scientific, literary, athletic or educational purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or to the United States of America, the State of Florida, the County of Palm Beach or other local government. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of 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.

F. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, the Corporation shall also be subject to the following limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(ii) The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V MANNER OF ELECTION OF DIRECTORS

The qualification for directors and the manner of their election or appointment shall be regulated by the By-Laws of this Corporation.

ARTICLE VI REGISTERED OFFICE AND AGENT

The name and Florida address of the initial registered agent is: Mark Shaffer, 9701 Donna Klein Boulevard, Boca Raton, FL 33428.

ARTICLE VII INCORPORATORS

The names of the Incorporators are: Jan Savarick, Robert B. Greenberg, and Bruce Lebowitz. The address for each of the Incorporators is c/o Donna Klein Jewish Academy, 9701 Donna Klein Boulevard, Boca Raton, FL 33428.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

No Director shall be personally liable to the Corporation or to any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 617.0831 of the Florida Not for Profit Corporation Act or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

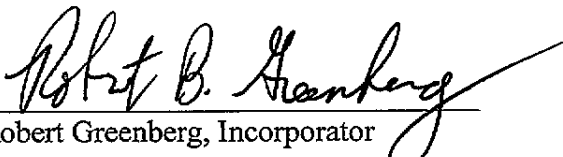
- (i) shall have breached his duty of loyalty to the Corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation; or
- (iv) shall have derived an improper personal benefit.

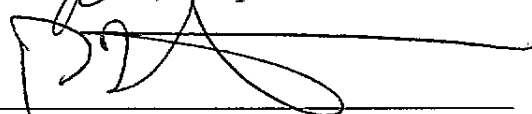
ARTICLE IX General References

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

The undersigned, being the incorporators of this Corporation organized under the laws of the State of Florida, have executed these Articles of Incorporation on the 5th day of August, 2001.


Jan Savarick, Incorporator


Robert Greenberg, Incorporator


Bruce Lebowitz, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and 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 the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Mark Shaffer, Registered Agent

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