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**NOT FOR
FLORIDA PROFIT CORPORATION OR P.A.**

TORAS CHAIM DEVELOPMENT COMPANY, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 3, 2001

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CORPORATE & CRIMINAL RESEARCH

SUBJECT: TORAS CHAIM DEVELOPMENT CORPORATION, INC.
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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.

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**ARTICLES OF INCORPORATION
FOR
TORAS CHAIM DEVELOPMENT CORPORATION, INC.**

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

Article I

NAME

The name of the Corporation shall be TORAS CHAIM DEVELOPMENT CORPORATION, INC.

Article II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and the current mailing address of the Corporation is as follows:

TORAS CHAIM DEVELOPMENT CORPORATION; INC.
c/o Yeshiva Toras Emes
1051 N. Miami Beach Boulevard
North Miami Beach, Florida 33162
ATTN: Rabbi Yisroel Niman

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Article III

PURPOSE

The exclusive purpose for which the Corporation has been organized is to support YESHIVA TORAS CHAIM OF GREATER MIAMI, INC. and TORAS EMES ACADEMY OF MIAMI, INC., both of which are tax-exempt under Section 501(c)(3) and qualify as "educational organizations" under Section 170(b)(1)(ii) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"). In furtherance of such purpose, the Corporation may:

A. Acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation as set out in these Articles of Incorporation. Among these purposes are acquiring, financing, owning and leasing one or more properties to be used by YESHIVA TORAS CHAIM OF GREATER MIAMI, INC. and TORAS EMES ACADEMY OF MIAMI, INC. as an Orthodox Jewish day school.

B. Do such things and perform such acts to accomplish the religious and educational purposes as set out in these Articles of Incorporation as the Board of Trustees may determine to be appropriate and as are not forbidden by these Articles of Incorporation.

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C. It is intended that these Articles of Incorporation qualify the Corporation as a tax-exempt "supporting" organization within the meaning of Section 509(a)(3) of the Code and these Articles of Incorporation shall be interpreted in a manner consistent with this intention.

Article IV

TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State. The term of the Corporation shall be perpetual.

Article V

POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with terms of these Articles of Incorporation, provided, however, that notwithstanding any other provision of these Articles of Incorporation, such powers may be utilized only for the support of YESHIVA TORAS CHAIM OF GREATER MIAMI, INC. and TORAS FMES ACADEMY OF MIAMI, INC. in furtherance of their religious and educational purposes and, provided further, that the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Code.

Article VI

LIMITATIONS

The Corporation shall be operated as a nonprofit corporation exclusively for the religious and educational purposes set out in these Articles of Incorporation. No individual trustee, officer or director of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer, member or any private individual, other than reasonable compensation for services actually rendered. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall maintain a racially nondiscriminatory policy as to students, and shall not discriminate against students, applicants, faculty or staff on the basis of race, color, national or ethnic origin as such terms are defined for purposes of qualifying under Section 501(c)(3) of the Code.

Article VII

MEMBERS

There shall be no members of the Corporation.

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Article VIII**TRUSTEES**

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees.

(b) Number. The number of trustees shall be determined from time to time in accordance with the By-Laws, but shall never be less than three trustees, and, in the absence of any such determination, shall be six trustees.

(c) Election; removal. Trustees shall be elected or removed in accordance with the procedure provided in the By-Laws.

Article IX**REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Rabbi Bentzion Chait

Address

TORAS CHAIM DEVELOPMENT CORPORATION, INC.

c/o Yeshiva Toras Emes
1051 North Miami Beach Boulevard
North Miami Beach, Florida 33162

Article X**INCORPORATOR**

The name and street address of the person signing these Articles are as follows:

Name

Rabbi Bentzion Chait

Address

C/O TORAS CHAIM DEVELOPMENT
CORPORATION, INC.
1051 North Miami Beach Boulevard
North Miami Beach, Florida 33162

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Article XI**BY-LAWS**

The By-Laws of the Corporation are to be made and adopted by the Sole Incorporator and ratified by the Board of Trustees and may be altered, amended or rescinded by the Board of Trustees.

Article XII**AMENDMENTS**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the trustees, officers and directors are subject to this reservation. The Articles of Incorporation may be amended in accordance with the By-Laws of the Corporation and the laws of the State of Florida, as amended from time to time.

Article XIII**DISSOLUTION**

If the Corporation is ever dissolved, the residual assets of the Corporation shall be turned over to TORAS CHAIM OF GREATER MIAMI, INC. provided it is at the time of the dissolution of the Corporation an organization described in Section 501(c)(3) of the Code, or, if TORAS CHAIM OF GREATER MIAMI, INC. is not so described at such time, to one or more other organizations selected by the Board of Trustees of the Corporation which are either (i) organizations described in Section 501(c)(3) of the Code that will use the assets in a manner consistent with the ideals of Orthodox Judaism or (ii) federal, state, or local governments that will use the assets exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 1st day of November, 2001



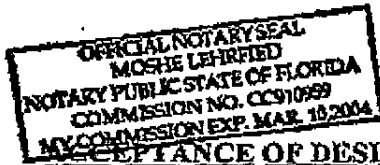
Rabbi Bentzion Chait
INCORPORATOR

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared Rabbi Bentzion Chait, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 1st day of November, 2001.



[Handwritten Signature]

Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of TORAS CHAIM DEVELOPMENT Corporation, Inc made in the foregoing Articles of Incorporation. 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.

[Handwritten Signature]
Rabbi Bentzion Chait

Date as of November 1, 2001

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