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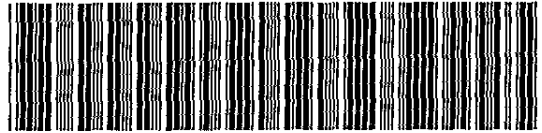
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02 NOV -6 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Robert S. Hayes, P.A.*

*Attorney at Law*

441 WEST VINE STREET  
KISSIMMEE, FLORIDA 34741  
(407) 933-4005  
FAX (407) 933-8782

ROBERT S. HAYES

October 30, 2002

Corporate Records Filing Bureau  
P.O. Box 6327  
Tallahassee, FL 32301

Attn: Division of Corporations

RE: **B'NAI ADONAI, INC.**

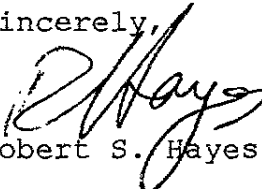
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Acceptance for the above-named Florida corporation. The check for \$87.50 is enclosed. I have also enclosed the original designation of registered agent.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Robert S. Hayes

RSH/tsl  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**B'NAI ADONAI, INC.**

The undersigned, hereby makes, subscribes, acknowledged  
files the following Articles for the purpose of forming a non-  
profit corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is **B'NAI ADONAI, INC.**

**ARTICLE II - PURPOSES**

The corporation does not contemplate pecuniary gain or profit,  
direct or indirect, to its members. The purpose for which this  
corporation is organized is to operate and maintain a Messianic  
Synagogue, teach and promote scripture, to provide aid and  
assistance to those in need, and to raise funds in support of the  
foregoing purposes.

**ARTICLE III - TERM**

This corporation shall have perpetual existence.

**ARTICLE IV - THE SUBSCRIBERS**

The name and post office addresses of the subscribers of the  
Articles of Incorporation are as follows:

<b><u>NAME</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Frederick Stanley	1050 Hobson Street Longwood, Fl. 32750
A. Ronald Warren.	4008 Castell Dr. Orlando, Fl. 32810

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02 NOV -6 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Francisco Dardiz, Jr.

2812 Lakeview Dr.  
Fern Park, Fl. 32730

#### **ARTICLE V - OFFICERS**

The officers shall be a Spiritual Leader, President, Vice President, Secretary and a Treasurer. The Officers shall be chosen by majority vote of the Board of Directors. All officers shall hold office at the pleasure of the Board of Directors. Vacancies in an officer position except Spiritual Leader shall be filled by a majority of the members from a list proposed by the Directors. The initial officers shall be Frederick Stanley/President and Treasurer, Allen Ronald Warren/Spiritual Leader, Alice Matthews/Vice President, Francisco Dardiz, Jr./Secretary.

#### **ARTICLE V - ELDERS AND DEACONS**

There shall be elders and deacons the number of which shall be determined by the Board of Directors and who shall serve at the pleasure of the Board of Directors. Elders and Deacons shall be appointed by the Board of Directors from a list proposed by the Spiritual Leader. The duties of the Elders and Deacons shall be as prescribed by the Board of Directors and approved by the Spiritual Leader.

#### **ARTICLE VII - MEMBERS**

Membership in **B'NAI ADONAI INC.**, shall consist of those persons who shall have been proposed for membership by the elders and approved for membership by the Spiritual Leader.

#### ARTICLE VIII - BOARD OF DIRECTORS

The Board of Directors shall consist of no less than three(3) nor more than nine(9) members. A Husband and Wife may not serve on the Board at the same time. The names and addresses of those persons who are to act as directors until their resignation or the selection of their successors are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Frederick Stanley	1050 Hobson Street Longwood, Fl. 32750
A. Ronald Warren	4008 Castell Dr. Orlando, Fl. 32810
Alice Matthews	P.O. Box 620381 Orlando, Fl. 32862
Francisco Dardiz, Jr.	2812 Lakeview Dr. Fern Park, Fl. 32730
Charles DeCosta	1900 Ashland Trail Oviedo, Fl. 32765
Farida Roszak	8645 Georgia Tech St. Orlando, Fl. 32817
Laura Miller	375 Palm Springs Drive #1120 Altamonte Springs, Fl. 32701

The initial directors are selected by the subscriber. The directors shall have one (1) year terms. Vacancies in the Board of Directors shall be selected by the elders from a list selected by the Spiritual Leader from names proposed by the membership at a special meeting called for that purpose.

#### ARTICLE IX - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or

other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II thereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE X - BY-LAWS**

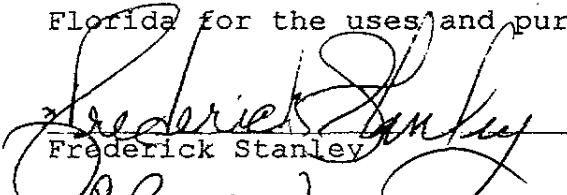
The By-Laws of the corporation may be made, amended, altered or rescinded at a regular or special meeting of the Board of Directors on a vote of two-thirds of the directors present.

#### **ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

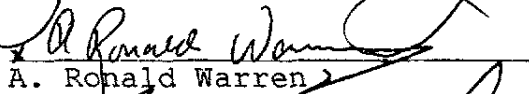
Every director and every officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including legal fees reasonably incurred by and imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except

when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. Provided that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

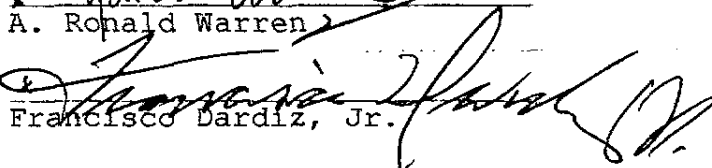
**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of Incorporation at Kissimmee, Osceola County, Florida for the uses and purposes set forth herein.

  
Frederick Stanley

Date: 10/29/02

  
A. Ronald Warren

Date: 10/29/02

  
Francisco Dardiz, Jr.


Date: 10/29/02

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared **FREDERICK STANLEY**, President/Treasurer of **B'NAI ADONAI, INC.**, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 29 day of October, 2002.



Tanya Soto  
Commission # DD 023440  
Expires May 7, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

  
Notary Public  
My Commission Expires:  
Print: Tanya Soto  
Commission # \_\_\_\_\_

Personally Known \_\_\_\_\_ or Produced S 354246353450  
as Identification.

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared **A. RONALD WARREN**, Spiritual Leader of **B'NAI ADONAI, INC.**, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 29 day of October, 2002.



Tanya Soto  
Commission # DD 023440  
Expires May 7, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

Tanya Soto  
Notary Public  
My Commission Expires:  
Print: Tanya Soto  
Commission # \_\_\_\_\_

Personally Known \_\_\_\_\_ or Produced FLDLWG5001643060  
as Identification

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared **FRANCISCO DARDIZ, JR.**, Secretary of **B'NAI ADONAI, INC.**, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 29 day of October, 2002.



Tanya Soto  
Commission # DD 023440  
Expires May 7, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

Tanya Soto  
Notary Public  
My Commission Expires:  
Print: Tanya Soto  
Commission # \_\_\_\_\_

Personally Known \_\_\_\_\_ or Produced FLDL632240440180  
as Identification



**CERTIFICATE DESIGNATING PLACE FOR THE SERVICE OF PROCESS**  
**WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS**  
**MAY BE SERVED**

In pursuance of Section 617.023, Florida Statutes, the following is submitted in compliance with said Act: That **B'NAI ADONAI, INC.** desiring to organize under the laws of the State of Florida, with its principal office at City of Kissimmee, County of Osceola, State of Florida, has designated and established 441 West Vine Street, Kissimmee, Florida 34741, County of Osceola, State of Florida, as its office for the service of process within this State and named ROBERT S. HAYES, ESQUIRE as its agent to accept service of process.

**B'NAI ADONAI, INC.**

BY.

*Frederick Stanley*  
Frederick Stanley Pres/Treasurer

**ACCEPTANCE**

I, ROBERT S. HAYES, hereby accept the designation as Registered Agent for Service of Process upon **B'NAI ADONAI, INC.** desiring to organize under the laws of the State of Florida, with its registered office at 441 W. Vine St., Kissimmee, Florida 34741, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.

*Robert S. Hayes*  
ROBERT S. HAYES

Sworn to before me this  
30 day of October, 2002.

*Tanya Soto*  
Notary Public

Print Tanya Soto



Tanya Soto  
Commission # DD 023442  
Expires May 7, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

FILED  
02 NOV -6 AM 10:23  
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TALLAHASSEE FLORIDA