

DEC. -10' 02 (TUE) 10:28 BILZIN, SUMBERG, ET. AL

TEL:305-374-7593

P. 001

Division of Corporations

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From:
Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
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FLORIDA NON-PROFIT CORPORATION

TBY, Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TBY, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I - NAME

The name of this corporation is TBY, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this corporation are:

5151 N.E. 14th Terrace
Fort Lauderdale, Florida 33334.

ARTICLE III - PURPOSES

The corporation is organized exclusively for religious, charitable, scientific, literary, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and, in particular, for the following purposes

1. To serve as a supporting organization to Temple Bat Yam of East Fort Lauderdale; and
2. To engage in such other activities and transactions as may be necessary or advisable in connection with the foregoing purposes.

Notwithstanding any other provision of these Articles, this corporation will only carry on activities permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States internal revenue law.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

Directors of this corporation shall be appointed in such manner as shall be stated in the bylaws of the corporation.

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131;

and the name and address of the initial registered agent of this corporation are:

Howard E. Nelson, Esq.
200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131.

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Howard E. Nelson, Esq.
200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131.

ARTICLE VIII - BY-LAWS

The Board of Directors of this corporation is expressly authorized and empowered to adopt, alter, amend and repeal the bylaws of the corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

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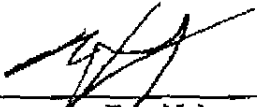
ARTICLE X - RESTRICTION ON INUREMENT

The property of this corporation is irrevocably dedicated to 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, or to the benefit of any private individual.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 9th day of December, 2002.



Howard E. Nelson, Incorporator and
Registered Agent

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