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## FLORIDA NON-PROFIT CORPORATION

center for torah vechesed, inc.

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ARTICLES OF INCORPORATION  
OF  
CENTER FOR TORAH VECHESSED, INC.  
(A Not for Profit Corporation)

The undersigned, acting as Incorporator of CENTER FOR TORAH VECHESSED, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be CENTER FOR TORAH VECHESSED, INC.

The address and principal office of the Corporation shall be located at c/o Asher Zwechner, 5401 Collins Avenue #1019, Miami Beach, Florida 33140.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by granting charitable contributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended.

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### ARTICLE III

#### POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

### ARTICLE IV

#### LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended,

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or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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## ARTICLE V

### DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the Directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

## ARTICLE VI

### MEMBERSHIP

The Corporation shall not have any members.

## ARTICLE VII

### INCORPORATOR

The name of the Incorporator of this Corporation is ASHER ZWEBNER, and the address of said Incorporator is 5401 Collins Avenue #1019, Miami Beach, Florida 33140.

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## ARTICLE VIII

### OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

## ARTICLE IX

### BOARD OF DIRECTORS

The Board of Directors shall be elected by in a manner as provided for in the By-Laws of the Corporation.

## ARTICLES X

### BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1820 N.E. 163<sup>rd</sup> Street #100, North Miami Beach, Florida 33162, and the name of the registered agent of the Corporation at that address is ERIC P. STEIN, ESQ.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signatures this 25 day of July, 2003.

  
ASHER ZWEBNER, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article XI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

  
ERIC P. STEIN, ESQ., Reg. Agent

Dated: July 25, 2003

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