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FLORIDA NON-PROFIT CORPORATION

chabad outreach center of emerald hills, inc.

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ARTICLES OF INCORPORATION

OF

CHABAD OUTREACH CENTER OF EMERALD HILLS, INC.

a Florida Corporation Not-For-Profit

ARTICLE I - NAME

The name of this Corporation is CHABAD OUTREACH CENTER OF EMERALD HILLS, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To provide Jewish religious, educational, cultural, and social services to the Jewish community and to the community at large, consistent with the establishment and maintenance of a traditional Jewish community, according to Torah-Halachic tradition based on the Code of Jewish Law (Shulchan Aruch) by Shneur Zalman of Liadi and other authorized texts of traditional Judaism and Chabad customs, and for all other lawful purposes which this corporation may undertake and maintain its status under the Internal Revenue Code Section 501(c)(3).
3. Generally, to have and exercise all rights and powers conferred on non-profit

Instrument Prepared by:

ERIC P. STEIN, ESQ.
1820 N.E. 163rd Street #100
North Miami Beach, FL 33162
Tel (786) 243-1000

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corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property.

4. Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

5. In the event of dissolution, the residual assets of the organization will be turned over to an exempt organization as defined in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local governments for exclusive public purpose.

ARTICLE III - MEMBERS

The qualifications for members and the manner of their admission to membership shall be regulated by the by-laws for this corporation. Qualification shall be available only to persons who have an interest in the promulgation and furtherance of the teachings of traditional Judaism as described above in general, and of Chabad-Lubavitch teachings in particular.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Rabbi Avraham Eliezer Barash
734 Montgomery Street
Brooklyn, New York 11213

ARTICLE VI - DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board

of Directors which shall initially consist of four (4) directors, but which number may be either increased or decreased from time to time by the By-Laws of the corporation but which number shall never be less than one (1). The By-Laws shall provide for the method of election and the method of determining the number of directors.

2. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Rabbi Avraham Eliezer Barash
734 Montgomery Street
Brooklyn, New York 11213

Rivka Barash
734 Montgomery Street
Brooklyn, New York 11213

Rabbi Fishel Zaklos
701 Park Shore Drive
Naples, Florida 34103

Eric P. Stein, Esq.
1820 N.E. 163rd Street #100
North Miami Beach, Florida 33162

ARTICLE VII – OFFICERS

The officers of the corporation shall consist of a president, vice-president, secretary, treasurer, and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- PRESIDENT/TREASURER- Avraham Eliezer Barash
- VICE-PRES./SECRETARY- Rivka Barash

ARTICLE VIII – INDEMNIFICATION

The corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the corporation.

ARTICLE IX – BY-LAWS

The first By-Laws shall be adopted by the Board of Directors and may be altered, amended or rescinded at any time by the Directors in the manner provided by the By-Laws.

ARTICLE X – AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the by-laws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such a summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on

the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Corporation.

- 4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.
- 5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

ARTICLE XI - INITIAL PRINCIPAL OFFICE AND INCORPORATOR

The address of the corporation's initial principal office and mailing address shall be 734 Montgomery Street, Brooklyn, New York 11213. The name of the incorporator signing these Articles of Incorporation is Rabbi Avraham Eliezer Barash.

ARTICLE XII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be 1820 N.E. 163rd Street, Suite #100, North Miami Beach, Florida 33162. The initial registered agent of the corporation at that address is Eric P. Stein, Esq.

Having been named to accept service of process for the above-stated corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in connection thereto.



ERIC P. STEIN, ESQ.

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IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 30 day of Nov., 2003.

Avraham E. Barash
Rabbi Avraham Eliezer Barash

STATE OF NY)
COUNTY OF KG)

BEFORE ME, the undersigned authority, personally appeared Avraham Eliezer Barash, who is personally known to me or has produced _____ as valid identification, and who is described in and who has executed the foregoing Articles of Incorporation this 30 day of Nov, 2003.

My commission expires:

[Signature]
NOTARY PUBLIC
Inessa Litroff
Notary Public, State of New York
Qualified in Kings County No. 24-6013359
Commission Expires Sept. 14, 2006

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