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From:
Account Name : HODGSON RUSS LLP
Account Number : 072720000242
Phone : (561)394-0500
Fax Number : (561)394-3862

FLORIDA NON-PROFIT CORPORATION

Jewish Philanthropies Foundation of Florida, Inc.

| | |
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

JEWISH PHILANTHROPIES FOUNDATION OF FLORIDA, INC.

I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE 1

NAME

The name of this Corporation is JEWISH PHILANTHROPIES FOUNDATION OF FLORIDA, INC.

ARTICLE 2

PURPOSES

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 3

MEMBERSHIP

There will be no membership in the corporation.

ARTICLE 4

TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is HRAWG CORP.

ARTICLE 6

PRINCIPAL OFFICE

The address of the principal office of this Corporation and the mailing address shall be c/o Stephen M. Newman, Esquire, Hodgson Russ LLP, 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is STEPHEN M. NEWMAN, Hodgson Russ LLP, 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431.

ARTICLE 8

DIRECTORS

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as initial directors are:

Sylvia L. Rosen
7340 Mahogany Bend Court
Boca Raton, FL 33434

Peter Fleischmann
90 Chasewood Lane
East Amherst, NY 14051

Stephen M. Newman
c/o Hodgson Russ LLP
1801 N. Military Trail, Suite 200
Boca Raton, FL 33431

The manner of election of the Directors shall be as stated in the By-Laws.

ARTICLE 9

BY-LAWS

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE 10

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE 11

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article 11.

ARTICLE 12

PROHIBITION OF CERTAIN ACTIVITIES

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

ARTICLE 13

DISSOLUTION

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

ARTICLE 14

FEDERAL INCOME TAX

This corporation shall, in order to satisfy the requirements of Section 501(c)(3), comply with all of the following:

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- (a) The corporation will distribute its income for each tax year at such time and in such manner as not to 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.
- (b) The corporation will not engage in any act of the self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- (c) The corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- (d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- (e) 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.

SUBSCRIBED to this 19th day of February, 2004.


STEPHEN M. NEWMAN, Incorporator

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**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
JEWISH PHILANTHROPIES FOUNDATION OF FLORIDA, INC.**

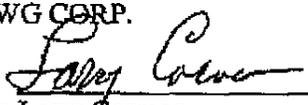
Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

JEWISH PHILANTHROPIES FOUNDATION OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named HRAWG CORP., located at 1801 N. Military Trail, Suite 200, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.

HRAWG CORP.

By: 
Name: Larry Corman
Title: President