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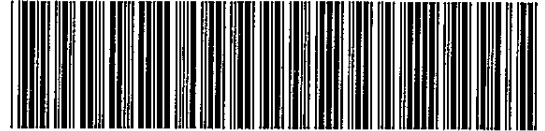
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***AMY H. GOLDIN, P.A.***

*965 North Nob Hill Road, PMB #208, Plantation, FL 33324*

*954-915-6949*

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April 2, 2004

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

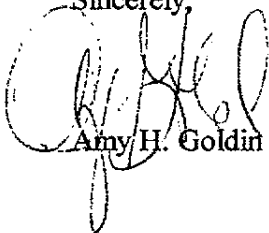
Re: Hastings-Meek Cultural Exchange in Israel Corporation

To Whom it May Concern:

Please file the attached original and copy of the Articles of Incorporation for the referenced corporation. In connection with this filing, I enclose a check payable to the Department of State in the amount of \$78.75, which represents \$70.00 for the filing fee and \$8.75 for a certified copy of the Articles.

Please call me if you have any questions.

Sincerely,



Amy H. Goldin

**ARTICLES OF INCORPORATION  
OF  
HASTINGS-MEEK CULTURAL EXCHANGE IN ISRAEL CORPORATION**

**PREAMBLE:**

I, the undersigned, being of legal age and a natural person, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation is: "Hastings-Meek Cultural Exchange in Israel Corporation" (hereinafter referred to as the "Corporation"). The initial address of the principal office of the Corporation and the initial mailing address of the Corporation is c/o Amy H. Goldin, P.A., 965 N. Nob Hill Road, #208, Plantation, FL 33324.

**ARTICLE II - PURPOSE**

The charitable and educational purposes for which the Corporation is organized are as follows

A. To provide Florida youth with the opportunity to: (1) experience and learn about Israeli society, culture, history and religion through visiting the State of Israel and attending classes and workshops in their hometown; (2) compare and contrast the societies and cultures of Israel and the United States; (3) develop positive ways of dealing with people of other races, cultures, religions and ethnic backgrounds; and (4) develop leadership skills.

B. To build and strengthen the relationship between the local Jewish and African-American communities.

**ARTICLE III - POWERS**

In furtherance of the stated Purpose above, the Corporation shall have the following powers:

A. All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles.

B. All of the powers, express or implied, granted to the Corporation by the Bylaws or which are reasonably necessary in order for the Corporation to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, these Articles and the Bylaws; provided, however, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law (the "Code").

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C. To perform fund-raising in order to defray the costs and expenses of the program contemplated herein.

D. To employ personnel necessary to perform the services and duties required of or to be performed by the Corporation and/or to contract with others for the performance of such services and/or duties.

#### **ARTICLE IV - DIRECTORS**

At the first annual meeting of the Corporation and at each annual meeting thereafter, the then-serving Directors shall elect successors to serve for a one year term. The affairs of the Corporation shall be managed by a Board consisting of not less than nine (9) directors nor more than nineteen (19), which number may be increased or decreased pursuant to the Bylaws of the Corporation and which shall always be an odd number. The number of directors shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be seventeen (17) directors.

#### **ARTICLE V - INUREMENT OF EARNINGS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any member or other individual, 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 exempt purposes set forth herein. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE VI - INDEMNIFICATION**

A. The Corporation shall indemnify any Person ("Person" being defined as any individual, corporation or other business entity) 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, by reason of the fact that he is or was a director, employee, officer, or agent of the Corporation, or a member of any committee thereof, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such Person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the Person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with

respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

B. To the extent that a director, officer, employee or agent of the Corporation, or a member of any committee thereof, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article VI.A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Any indemnification under the provisions above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent, or committee member is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph VI.A. above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by a majority vote of the members.

D. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

E. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a Person who has ceased to be a director, officer, employee, agent, or committee member and shall inure to the benefit of the heirs, executors and administrators of such a Person.

F. The Corporation shall have the power to purchase and maintain insurance on behalf of any Person who is or was a director, officer, employee or agent of the Corporation, or a member of any committee thereof, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

#### **ARTICLE VII- BYLAWS**

The first Bylaws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the Bylaws.

### **ARTICLE VIII - AMENDMENTS**

Amendments to these Articles shall be proposed and adopted as follows:

A. Any Director may propose an amendment and submit written notice of same to each other Director within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the Board.

B. The proposed amendment shall be adopted upon receiving the affirmative vote of at least 2/3rds of the votes of the entire membership of the Board.

C. Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law.

### **ARTICLE IX - TERM**

The Corporation shall have perpetual existence.

### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is:

Amy H. Goldin, Amy H. Goldin, P.A., 965 N. Nob Hill Road, #208, Plantation, FL 33324.

### **ARTICLE XI INITIAL REGISTERED OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT**

The initial registered office of the Corporation shall be:

Amy H. Goldin, P.A., 965 N. Nob Hill Road, #208, Plantation, FL 33324.

The initial registered agent of the Corporation at that address is:

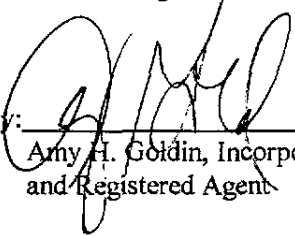
Amy H. Goldin

### **ARTICLE XII - DISSOLUTION**

The Corporation may be dissolved as provided by law, provided that any such dissolution shall require the affirmative vote of 2/3rds of all of the Directors. The distribution of assets shall be as determined by the Board, under the following guidelines: After paying or making provisions for the payment of all of the liabilities of the Corporation, the Board shall distribute all of the assets of the Corporation to: (a) one or more organizations operated exclusively for charitable, scientific, educational or religious purposes and qualifying as exempt organizations under Section 501(c)(3) of the Code for one or more of the purposes for which the Corporation was organized; or (b) the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said

court shall determine.

N WITNESS WHEREOF, the incorporator and the initial registered agent have executed these Articles. By executing these Articles, the undersigned registered agent accepts the appointment as registered agent and states that the undersigned is familiar with, and accepts, the obligations of that position.

By:  \_\_\_\_\_  
Amy H. Goldin, Incorporator  
and Registered Agent