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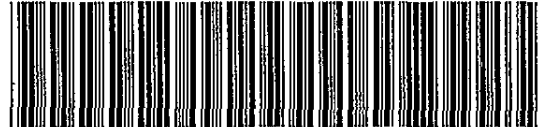
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

04 JUL 27 PM 4:12

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TH 7/27/04

TRANSMITTAL LETTER

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

SUBJECT: International Society for Sephardic Progress, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Scott L. MARKS

Name (Printed or typed)

14029 SATIN GROVE DR.

Address

ORLANDO, FL 32828

City, State & Zip

407-496-1125

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF THE
INTERNATIONAL SOCIETY FOR
SEPHARDIC PROGRESS, INC.

FILED

04 JUL 27 PM 4:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is **International Society for Sephardic Progress, Inc.**

PRINCIPAL OFFICE: The principal office of the corporation is located at 14029 Satin Grove Dr. Orlando, FL 32828.

MAILING ADDRESS: The mailing address of the corporation is 14029 Satin Grove Dr. Orlando, FL 32828.

REGISTERED AGENT: The name of the registered agent of the corporation is Scott L. Marks. The address of this registered agent is 14029 Satin Grove Dr. Orlando, FL 32828.

DURATION/MEMBERSHIP: The period of duration is perpetual. There will be no members.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. Directors will be Elected at a biennial general meeting.

INCORPORATORS: The name and address of the incorporator is: Scott L. Marks, 14029 Satin Grove Dr. Orlando, FL 32828.

CORPORATE PURPOSES DESCRIBED

The 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. The purpose for which this corporation is formed are exclusively charitable and educational and consist of the following:

1. To promote and encourage projects which will benefit the overall Jewish community and develop Sephardic oriented

educational projects which will perpetuate the history, cultural, social and religious traditions of the Sephardic Jews.

2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of *CORPORATE PURPOSES DESCRIBED* Nos. 1 & 2, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. INUREMENT: No part of the net earnings of the corporation shall inure to the benefit, or be distributed to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, reimbursements and distributions in furtherance of the Corporate Purpose. Compensation is authorized, as determined by reference to the salary levels of other similarly situated organizations and by the unique demands and skill requirements of the position under consideration. Reasonable compensation to specific board members and/or the authorized Executive Director may be allowed if decided upon by a 2/3rd vote of the board.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. No part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in any of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

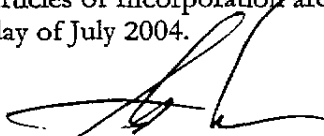
INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred

by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 23 day of July 2004.



Mr. Scott L. Marks

STATE OF FLORIDA- COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SCOTT L. MARKS who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of 2004.


 NOTARY PUBLIC STATE OF FLORIDA
 My Commission Expires:



Luana M. Quinette
 MY COMMISSION # DD093645 EXPIRES
 February 19, 2006
 BONDED THRU TROY FAIN INSURANCE, INC.