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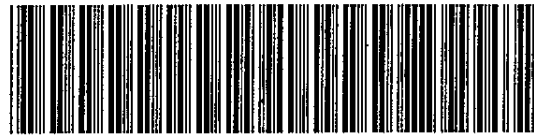
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Law Office of Brian D. Hess
9108 Front Beach Road
Post Office Box 9454
Panama City Beach, Florida 32417

Brian D. Hess
*Steven L. Applebaum**

*Certified Family Mediator

Phone (850) 235-3004

FAX (850) 235-1124

August 24, 2004

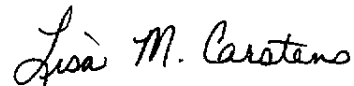
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Synagogue Orthodox Articles of Incorporation.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation as well as a check in the sum of \$78.75 for your fee. Please forward a certified copy of the Articles after filing to me in the enclosed self-addressed, stamped envelope. If you need anything further to file the Articles, please call me.

Sincerely,



Lisa M. Carstens
Assistant to
Steven L. Applebaum

SLA/pdm

Enclosures:
Articles of Incorporation
Filing Fee
Self Addressed Envelope

**Articles of Incorporation
of
Synagogue Orthodox of Panama City Beach**

The undersigned, for the purpose of forming a non-profit corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**Article I
Name**

The name of the non-profit corporation is Synagogue Orthodox of Panama City Beach, *INC.*

**Article II
Corporate Duration**

The duration of the corporation is perpetual.

**Article III
Puroses**

The general purpose for which the corporation is organized are:

1. The purpose for which this corporation is organized is to establish members and operate a Jewish Temple.
2. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United State Internal Revenue Law), including to the extent permitted by said Section 501 (c) (3).
3. The Corporation shall have the power to do all lawful acts which are, in the opinion of the Board of Directors of the Corporation, necessary or desirable to carry out its purposes consistent with the provisions of Florida Statues and Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.
4. No substantial 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.
5. The Corporation shall remain a corporation which is non-profit. No dividends shall be paid by the Corporation, and no part of earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors or officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments and distributions in furtherance of the exempt purposes set forth herein.

6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions 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 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

Article IV Stock

This corporation is organized on a non-stock basis. The Corporation is not authorized to issue capital stock.

Article V Registered Office and Agent and Principal Place of Business and Mailing Address

The street address of the initial registered office of the corporation 9108 Front Beach Road, Panama City Beach, Florida 32407. The name of its initial registered agent is Steven L. Applebaum.

The principal place of business for the corporation is 223 Glades Trail, Panama City Beach, Florida 32407.

The mailing address for the corporation is 223 Glades Trail, Panama City Beach, Florida 32407.

Article VI Directors

The number of directors constituting the initial board of directors of the corporation is 5. The names and addresses of the persons who are to serve as members of the initial board of directors are:

Name	Address
David Maman	223 South Glades Trail Panama City Beach, Florida 32407
Shlomo Assaraf	3665 Preserve Bay Blvd.

	Panama City Beach, Florida 32408
Fernando Malamud	3742 Preserve Bay Blvd. Panama City Beach, Florida 32408
Dani Azoulay	8210 Palm Cove Blvd. Panama City Beach, Florida 32408
Salomon Bensimon	10622 Front Beach Road Panama City Beach, Florida 32407

Article VII Incorporator

The name and address of the incorporator is:

Name	Address
David Maman	223 S. Glades Trail Panama City Beach, Florida 32407

Article VIII Bylaws & Management

Provisions for the regulation of the internal affairs of the corporation and the method of election of directors shall be stated in the bylaws.

Article IX Dissolution

Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

**Article X
Indemnification**

The corporation shall, to the fullest extent permitted by *Florida Statute*, §607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Article XI
Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these *Articles of Incorporation* or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Execution Clause and Signatures

I witness where, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of this corporation have executed these *Articles of Incorporation* this 24 day of AUGUST, 2004.



David Maman

Acknowledgement

State of Florida
County of Bay

I hereby certify that on this 24 of August, 2004, before me, an officer duly qualified to take acknowledgments, personally appeared **David Maman**, who is to me personally known; or who produced _____ as identification who executed the foregoing instrument and acknowledged before me that he executed the same for the uses and purposes therein mentioned.



Lisa M. Carstens
Commission #DD308884
Expires: Apr 08, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

Lisa M. Carstens
Notary Public

Designation and Acceptance of Registered Agent

In compliance with *Florida Statute*, §607.0501, the following is submitted first that Steven L. Applebaum, with its place of business at 9108 Front Beach Road, Panama City Beach, Florida 32407, State of Florida, as its agent to accept service of process within Florida.

[Signature]
Steven L. Applebaum

Date: 8/24/04

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 provision of all statutes relative to the proper and complete performance of my duties and obligations of *Florida Statute*, §607.0501.

Agent: [Signature]

Date: 8/24/04