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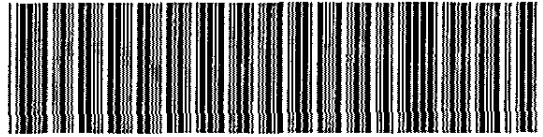
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FILED
05 MAR -3 PM 2:44
TREASURY OF STATE
TALLAHASSEE, FLORIDA

March 1, 2005

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

SUBJECT: Friends of the Yurburg Jewish Cemetery Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation of the above named corporation, and a check in the amount of \$78.75 in payment of the filing fee and for a Certificate of Status.

Gary Schumann
628 Navarre Avenue
Coral Gables, FL 33134
Daytime Tel. No: 305-569-2668.

Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Gary Schumann". The signature is written in black ink and is positioned above the printed name.

Gary Schumann

**ARTICLES OF INCORPORATION
OF
FRIENDS OF THE YURBURG JEWISH CEMETERY INC.**

FILED
05 MAR -3 PM 2 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

THE UNDERSIGNED INCORPORATOR, in order to form a nonprofit corporation for the purposes stated in Article III below in accordance with the provisions of the Florida Not For Profit Corporation Act,

DOES HEREBY CERTIFY:

ARTICLE I. NAME

The name of the Corporation is FRIENDS OF THE YURBURG JEWISH CEMETERY INC. (the "Corporation").

ARTICLE II. INITIAL PRINCIPAL OFFICE

The street address of the Corporation's initial principal office, which is also the Corporation's mailing address, is: 628 Navarre Avenue, Coral Gables, FL 33134.

ARTICLE III. PURPOSE

A. The Corporation is a nonprofit organization incorporated and operated exclusively for charitable, educational, and research purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). All references to sections of the Code include the corresponding provision of any subsequent federal tax law. More specifically, the purposes for which the Corporation is formed are:

- 1) To participate in the repair, upgrade, and maintenance of the Yurburg Jewish Cemetery grounds in Yurburg, Lithuania;
- 2) To foster the preservation of the Yurburg Jewish Cemetery, a historic cemetery which is the final resting place of the Jewish residents of Yurburg, Lithuania who died before World War II and also is the Mass Murder Site and final burial site of Yurburg Jews who were killed during World War II;
- 3) To engage in educational activities relating to the Yurburg Jewish Cemetery and its history; and
- 4) To engage in any activity, and to enter into and carry out contracts of any kind which are necessary or incidental to the accomplishment of any one or more of the charitable, educational, and research purposes of the Corporation.

B. As means of accomplishing the foregoing purposes, the Corporation shall have all powers granted to a corporation under the Florida Not For Profit Corporation Act and the power to do any and all things necessary, proper, and consistent with maintaining the Corporation's tax-exempt status under section 501(c)(3) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts. No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence

legislation (except as permitted by section 501(h) of the Code, if applicable to the Corporation) and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by: (1) a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (2) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV. DIRECTORS

A. The affairs and business of the Corporation are to be managed and conducted by the Board of Directors.

B. The qualifications, manner of election, number, tenure, powers, and duties of the directors are as set out in the Bylaws.

ARTICLE V. INITIAL DIRECTORS

The initial Board of Directors of the Corporation shall consist of five (5) directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Benjamin H. Craine	4808 School Bell Lane Bloomfield Hills, MI 48301
Brenda Freshman	1431 Ocean Avenue #811 Santa Monica, CA 90401
Fania Hilelson Jivotovsky	104 Holtham Road Hampstead, Quebec H3X 3N4 CANADA

Richard L. Ruvelson

Senior Tax Manager
BDO Seidman, LLP
520 Kirkland Way, Suite 300
Kirkland, WA 98083-0789

Gary Schumann

628 Navarre Avenue
Coral Gables, FL 33134

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

A. The address of the Corporation's initial registered office in Florida is:
628 Navarre Avenue, Coral Gables, FL 33134.

B. The name of the Corporation's registered agent at such address is Gary Schumann.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator are as follows:

<u>Name</u>	<u>Address</u>
Gary Schumann	628 Navarre Avenue Coral Gables, FL 33134

ARTICLE VIII. MEMBERS

The Corporation has no members.

ARTICLE IX. PRIVATE FOUNDATION RULES

The Corporation shall seek public support and operate in such manner as will enable it to qualify as an organization that is not a private foundation within the meaning of section 509(a) of the Code. However, for any period for which the Corporation may be a private foundation, as defined in section 509(a), the Corporation shall be subject to the following restrictions:

1. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

2. The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

3. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

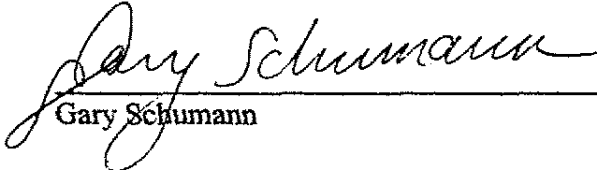
4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

5. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE X. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the directors, in the exercise of their discretion, may by a majority vote determine, except that any such distribution of assets must be to one or more organizations: (1) that are exempt from tax as organizations described in section 501(c)(3) of the Code, and (2) contributions to which are deductible under the provisions of sections 170, 2055, and 2522 of the Code.

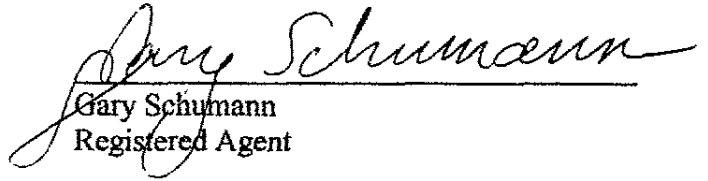
THE UNDERSIGNED INCORPORATOR named above does hereby affirm under penalties of perjury that these Articles are my acts and deeds, and the facts stated in these Articles are true and, accordingly, I have executed these Articles as of March 1, 2005.



Gary Schumann

Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Gary Schumann
Registered Agent

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TALLAHASSEE, FLORIDA