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FLORIDA PROFIT/NON PROFIT CORPORATION

Temple Beth Shalom Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

TEMPLE BETH SHALOM FOUNDATION, INC.

(A Florida Non-Profit Corporation)

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is TEMPLE BETH SHALOM FOUNDATION, INC., and its principal office and mailing address are 227 N. Beal Pkwy., Fort Walton Beach, FL, 32547.

ARTICLE TWO

DURATION

This Corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE THREE

PURPOSE

This corporation is being formed for the purpose of serving as the bedrock for the congregation and through individual and family philanthropy at all levels of commitment and helps link our rich and illustrious heritage to a vibrant and promising future. The Purpose of the Foundation is to develop the permanent base of financial support for the Congregation of Temple Beth Shalom; to encourage, promote and solicit gifts and bequests that ensure, augment, strengthen and fortify the congregation's resources, and to educate our congregates on the role of charitable

giving in financial and estate planing, and to assist them in achieving their congregational and Jewish communal philanthropic goals in the most tax advantaged manner. This corporation will engage in religious, charitable, and/or educational purposes, and will not engage in nonexempt purposes.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United State Internal Revenue law.

2. Notwithstanding any other provisions of these Articles, 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) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE FOUR

POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and

all of its corporate functions, power and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE FIVE

MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing including e-mail to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have five (5) director(s) initially. The number of directors may be increased or diminished, from time to time, in accordance with the corporate Bylaws, but shall never be less than three (3).

Three (3) of the directors shall be elected annually by the Board of Directors, the remaining two directors shall be comprised of the current President of Temple Beth Shalom, Inc. and the

immediate past President of Temple Beth Shalom, Inc. The manner of the election of the directors shall be specified in the corporate Bylaws.

All directors must be in members in good standing of Temple Beth Shalom.

The names and addresses of the initial Board of Directors of the corporation and their initial term of office are as follows:

<u>Name</u>	<u>Address</u>
Charles Wise (3 yrs.)	952 Holbrook Circle Fort Walton Beach, FL 32579
Marty Siegel (3 yrs.)	312 Oaklake Lane Niceville, FL 32578
Mark Strynar (3 yr.)	133 Grand Flora Way Santa Rosa Beach, FL 32549
Della Mandel	409 Marina Point Drive Niceville, FL 32578
Jerry Zivan	4540 E. Hwy. 20 Niceville, FL 32578

ARTICLE SEVEN

OFFICERS

The officers shall consist of a president, a vice president, a secretary, treasurer and operations manager. This corporation may have such other officers as may be provided in the corporate Bylaws, as amended from time-to-time.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein shall hold office until the election of officers at the next annual Board of Directors' meeting, or until their successors are elected and qualified.

The names of the officers and their respective offices are:

<u>Name</u>	<u>Office</u>
Charles Wise	President
Marty Siegel	Vice-President, Treasurer
Mark Strynar	Secretary

ARTICLE EIGHT

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer and/or director, to the full extent now or hereafter permitted by law.

ARTICLE NINE

REGISTERED OFFICE AND AGENT

The address of this corporation's registered office shall be 1283 North Eglin Parkway, Suite A, Shalimar, Florida 32579.

The name of the individual who shall serve as this corporation's registered agent at that address is: WHITNEY L. HIPSH.

ARTICLE TEN

BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE ELEVEN
SPECIAL PROVISIONS

A. In the event of dissolution, the residential assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior future law, or the Federal, State or Local government for exclusive public purpose.

B. This corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This corporation will not participate to any extent in a political campaign for or against any candidate for public office.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to subject income to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

E. This corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. This corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

G. This corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

H. This corporation will not make any taxable expenditures as defined in Section

4945(d) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

ARTICLE TWELVE

AMENDMENTS

Amendments to these Articles or Incorporation may be proposed by a resolution adopted by the Board of Directors.

ARTICLE THIRTEEN


INCORPORATOR

The name and address of the incorporator is :

Whitney L. Hipsh
1283 North Eglin Parkway, Suite A
Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles

on this 17th day of NOVEMBER, 2006.



WHITNEY L. HIPSH, Incorporator

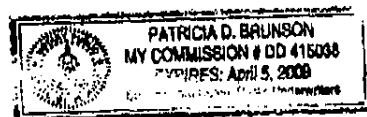
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared WHITNEY L. HIPSH, Incorporator, for the purpose of lawfully executing these Articles of Incorporation on this 17th day of NOVEMBER, 2006, who is personally known to me.



Notary Public



NOV-17-2006 FRI 11:27 AM FLEET SPENCER

FAX NO. 850 651 5006

P. 09

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ACCEPTANCE BY THE REGISTERED AGENT

I, WHITNEY L. HIPSH, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 17th day of NOVEMBER, 2006.



WHITNEY L. HIPSH, Registered Agent

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