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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CONGREGATION KOL HANESHAMA, INC.**

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**Articles of Incorporation  
of  
Congregation Kol HaNeshama, Inc.  
(a Corporation Not for Profit)**

The undersigned, for the purpose of forming a corporation under the "Florida Not For Profit Corporation Act," does hereby adopt the following Articles of Incorporation:

**Article I  
Name of Corporation**

The name of the Corporation is: **Congregation Kol HaNeshama, Inc.**

Its principal office is the following, or at such other place as may be designated, from time to time, by the Board of Directors: **1633 Boathouse Circle, HA 131, Sarasota, FL 34231**

**Article II  
Purposes**

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it of gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for educational, environmental, cultural and other charitable purposes including:

- a. To distribute property in accordance with the terms of gifts, bequests or devises made to the corporation which are not inconsistent with its purposes.
- b. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if, in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

Other purposes of the Corporation, the members of which will constitute a denominationally independent community, is to enrich the lives of its members through participation on the three traditional core values of Judaism:

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**TORAH (Jewish Learning and Way of Life):** Study of Torah is a lifelong process. Personal philosophies and practices may vary widely. However, members of the congregation share a passionate commitment to Judaism and to furthering spiritual growth individually and communally.

**AVODAH (Worship and Celebration):** Congregation members are united in their search for opportunities to explore creative approaches to Jewish celebration, learning and living while maintaining an abiding respect for traditional Jewish values and practice.

**GEMILUT HASADIM (Acts of Loving Kindness and Concern):** Congregation members endeavor to engage each other in mutual care, aid and support in times of need. Congregation members will work together through participation in the Jewish community and the wider world to meet their sacred responsibility of Tikkun Olam (healing the world).

Congregation members are committed to the inclusion of individuals and families of varying Jewish lifestyles, marital status, gender, race, age and sexual orientation in all aspects of community life.

Although congregation members may differ in their political philosophies, congregation members are united in their concern for the State of Israel as the national homeland of the Jewish people and as a central focal point for the Jewish world. Congregation members are urged to understand the issues and be involved in activities that impact the well being of the State of Israel and its inhabitants.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 and distributions in furtherance of the purposes set forth herein. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the Federal 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).

### **Article III** **Membership**

The qualifications for and manner of admission of Members shall be regulated by the Bylaws.

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**Article IV**  
**Board of Directors**

The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three. The manner in which the Directors shall be elected shall be set forth in the Bylaws of the Corporation.

**Article V**  
**Corporate Existence**

The Corporation shall exist perpetually.

**Article VI**  
**Bylaws**

The Bylaws of the Corporation shall be adopted by and subject to amendment by the Board of Directors.

**Article VII**  
**Registered Office & Agent**

The name and street address of the initial Registered Agent and Office of the Corporation is: Thomas B. Luzler, Esq., Dunlap & Moran, P.A., 1990 Main Street, Suite 700, Sarasota, Florida 34236.

**Article VIII**  
**Incorporator**

The name and address of the Incorporator is as follows: Thomas B. Luzier, Esq., Dunlap & Moran, P.A., 1990 Main Street, Suite 700, Sarasota, Florida 34236.

**Article IX**  
**Distribution Upon Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes for which this Corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or an organization or organizations. contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

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**Article X**  
**Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

**Article XII**  
**Indemnification**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**Article XIII**  
**Liability for Debts**

Neither the Members nor the Officers or Directors of the Corporation shall be liable for the debts of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16<sup>th</sup> day of October, 2007.

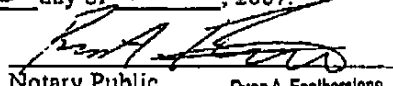
  
THOMAS B. LUZIER

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me personally appeared THOMAS B. LUZIER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16<sup>th</sup> day of October, 2007.

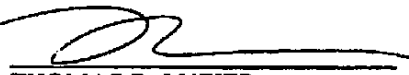
[SEAL]

  
Notary Public Ryan A. Featherstone

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Congregation Kol HaNeshama, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 16<sup>th</sup> day of October, 2007.

  
THOMAS B. LUZIER  
Registered Agent

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