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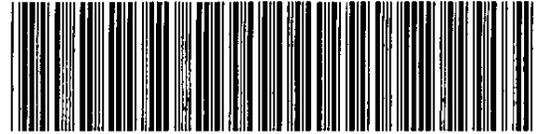
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: AMERICAN FRIENDS OF OHR AVRAHAM, 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: JOE A. CATARINEAU, ESQ.
Name (Printed or typed)

91750 OVERSEAS HIGHWAY
Address

TAVERNIER, FL 33070
City, State & Zip

305-852-4833
Daytime Telephone number

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

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN FRIENDS OF OHR AVRAHAM, INC.**
(In compliance with Chapter 617, Florida Statutes)

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Dovid Friedlander, 17 Ohr Sameach Street, Beit Shemesh, Israel 02-992-4094, as incorporator, for the purpose set forth below.

ARTICLE I
Name

The name of the Corporation shall be American Friends of Ohr Avraham, Inc.

ARTICLE II
Place of Business

The initial principal place of business of this Corporation shall be 17 Ohr Sameach Street, Beit Shemesh, Israel 02-992-4094. The mailing address of this Corporation shall be 17 Ohr Sameach Street, Beit Shemesh, Israel 02-992-4094.

ARTICLE III
Definitions

Capitalized terms not otherwise defined or redefined herein shall have the definitions set forth in the Bylaws for American Friends of Ohr Avraham, Inc.

ARTICLE IV
Purpose and Powers

The purposes for which the Corporation is organized are:

A) The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes. Specifically, the Corporation will provide students from around the world a place to learn Torah. The Corporation's aim is to foster a love of the Jewish Religion through the study of Torah and to instill in the students a desire to teach what they learn to others.

B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or

distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

C) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and as they now exist or as they may hereafter be amended.

I) Upon the dissolution of the Corporation, the Board of Directors shall, after paying all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

For the accomplishment of its purposes, the Corporation and the Board of Directors will have all of the common law and statutory powers and duties of a not-for-profit corporation except as specifically limited or modified by these Articles of Incorporation, the Bylaws, or *Chapter 617, Florida Statutes*, as each is amended, including without limitation the following:

A) To employ accountants, attorneys, and other professional personnel to perform the services required for proper operation of the Corporation.

- B) To enter into agreements, or acquire leaseholds, memberships, and other possessory ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the Corporation.
- C) To borrow money if necessary to perform its other functions hereunder.
- D) To sue and be sued.
- E) To own and convey property.

ARTICLE V
Term

The term of the Corporation shall be perpetual.

ARTICLE VI
Bylaws

The Bylaws of the Corporation may be altered, amended, or rescinded as provided.

ARTICLE VII
Directors

The incorporator shall appoint the initial Directors of the Corporation. The number of Directors and the term of the Directors shall be as provided in the Bylaws.

The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Corporation and may do all acts and things set forth in Article IV of these Articles and *Chapter 617, Florida Statutes*, as each is amended, as such are permitted or required. The number of directors shall be a number of no less than three (3) and no more than seven (7) as determined in the Bylaws.

Directors shall be elected in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board filled, in the manner provided in the Bylaws. The business of the Corporation shall be conducted by the Board designated in the Bylaws.

ARTICLE VIII
Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

- A) Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Directors.

- B) Procedure. If any amendment to these Articles of Incorporation is so proposed, the proposed amendment shall be submitted to a vote of the Directors not later than the next annual meeting for which proper notice of the amendment can be given. The notice must contain the text of the proposed amendment.
- C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the Directors at any annual meeting or at any special meeting called for this purpose, or if it is approved in writing by a majority of the Directors without a meeting.

ARTICLE IX
Initial Directors

The initial directors of the Corporation will be:

Dovid Friedlander
17 Ohr Sameach Street
Beit Shemesh, Israel

Martin Sher
Moshav Tifrach D.N. Hanegev
Israel 85102

Morris Jacobson
28/1 Sdei Chemed Road
Kiryat Sefer (Modiin Elite)
Israel

Randy Stoltz
Nahal Revivim 16/2
Ramat Beit Shemesh
Israel

ARTICLE X
Initial Registered Agent

The initial registered agent is Joe A. Catarineau, Esq., and his office address is 91750 Overseas Highway, Tavernier, FL 33070.

ARTICLE XI
Indemnification

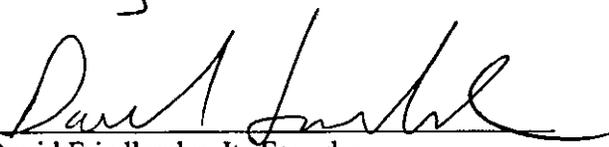
To the fullest extent permitted under State of Florida law, the Corporation shall indemnify and hold harmless every director and every officer of the Corporation against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on a director or officer in connection with any legal proceeding (or settlement or appeal of such proceeding) to which a director or officer may be made a party because of that individual being, or having been, a director or officer of the Corporation. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that a director or officer's actions or omissions to act were material to the cause adjudicated and included any of the following:

- A) Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

- B) A violation of criminal law, unless the director or officer had no reasonable cause to believe that its own action was unlawful or had reasonable cause to believe its own action was lawful.
- C) A transaction from which the director or officer derived an improper personal benefit.
- D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Corporation or a Member.
- E) Wrongful conduct by directors or officers appointed by the Members, in a proceeding brought by or on behalf of the Corporation.

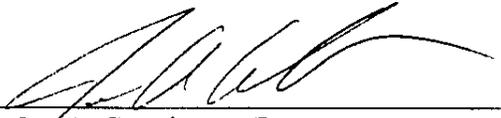
In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested directors approves such settlement as being in the best interests of the Corporation. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer may be entitled.

Without approving or ratifying any transactions to date, the incorporators have executed these Articles of Incorporation on this 14th day of May, 2008.

By: 
Dovid Friedlander, Its Founder

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the American Friends of Ohr Avraham, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.


By: Joe A. Catarineau, Esq.

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