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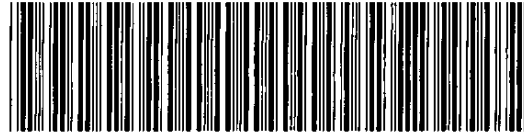
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. A. WHITE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Be a mensch foundation, INC.
(Corporation Name) (Document #)
2. _____
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NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

FILED

**ARTICLES OF INCORPORATION
OF
BE A MENSCH FOUNDATION, INC.**

2009 JUN -4 P 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is **BE A MENSCH FOUNDATION, INC.** a Not For Profit Corporation.

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be:
16855 NE 2nd Avenue, Suite 303, North Miami Beach, Florida 33162.

**ARTICLE III
DURATION**

The period of the law duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV
PURPOSES & MISSION**

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501© (3) of the Internal Revenue Code of 1986, as amended, including, the provision of educational and religious services and for the purposes of engaging in any lawful act or activity not for pecuniary profit for which not-for profit corporations may be organized so far as is or may be permitted by the laws of the State of Florida and Section © (3) of the Internal Code of 1986, as amended.

This mission of the Corporation is: The foundation offers inspirational education that will motivate personal responsibility, integrity and consideration for others. The foundation will use a diversified multimedia approach that includes books, TV public service announcements, the web and seminars to transmit the message.

ARTICLE V POWERS

The corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement for its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not-for-profit under Florida law.

ARTICLE VI GOVERNING BOARD

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three. The number and method of election of the directors of Corporation shall be as stated in the Bylaws. The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Jack Levine, CPA
16855 NE 2nd Avenue Suite 303
North Miami Beach, Florida 33162

Moshe Kaplan, MD
16855 NE 2nd Avenue Suite 303
North Miami Beach, Florida 33162

David Wolf, Esq.
16855 NE 2nd Avenue Suite 303
North Miami Beach, Florida 33162

ARTICLE VII INITIAL OFFICERS

This corporation shall have the following officers:

PRESIDENT:
Jack Levine, CPA
16855 NE 2nd Avenue, Suite 303
North Miami Beach, Florida 33162

SECRETARY:
Moshe Kaplan, MD
16855 NE 2nd Avenue, Suite 303
North Miami Beach, Florida 33162

TREASURER:

David Wolf, Esq.
16855 NE 2nd Avenue Suite 303
North Miami Beach, Florida 33162

**ARTICLE VIII
MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE IX
DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501© (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE X
CHARITABLE RESTRICTIONS AND LIMITATIONS**

No part of the net earnings of the Corporations shall insure 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 purpose set forth in Article IV hereof.

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 or engage in political activities of any kind, except as permitted by the provisions of Section 501 (h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2), 2055, 2106 (a) (2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509 (a) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code, then in that event, the Corporation:

- a. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code; and
- b. Shall not (I) engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (II) retain any excess business holdings as defined in Section 4943 © of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code; (III) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding sections, of any future federal tax code; or (IV) make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax codes.

ARTICLE XI BY LAWS

The Bylaws may be amended or repealed, in whole or in part, only by a majority of all the members at any duly organized meeting of the members. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII AMENDMENTS

The Articles of Incorporation may be amended or repealed, in whole or in part, only by a majority of all the members at any duly organized meeting of the members.


**ARTICLE XIII
OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 16855 NE 2nd Avenue, Suite 303, North Miami Beach, Florida 33162, and the name of its initial registered agent as such office is Jack Levine.

**ARTICLE XIV
INCORPORATOR**

The incorporator of the Corporation is Jack Levine, CPA and his address is 16855 NE 2nd Avenue, Suite 303, North Miami Beach, Florida 33162.

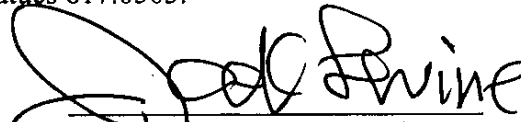
DATE 6/3/09


JACK LEVINE, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, have been named the Registered Agent of **Be A Mensch Foundation, Inc.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes 617.0503.

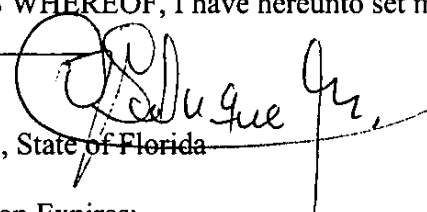
DATED 6/3/09


JACK LEVINE, Registered Agent

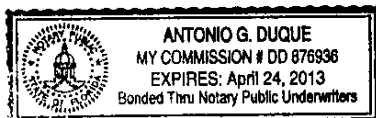
STATE OF FLORIDA
COUNTY of DADE

BEFORE ME, the undersigned authority personally appeared to me known to be the person (s) who executed the foregoing Articles of Incorporation and he acknowledge to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this JUNE of 2009


Notary Public, State of Florida

My commission Expires:



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TALLAHASSEE, FLORIDA