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FLORIDA PROFIT/NON PROFIT CORPORATION
CBS CHARITABLE FOUNDATION CORP.

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ARTICLES OF INCORPORATION
OF
CBS CHARITABLE FOUNDATION CORP.

A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation ("Corporation") not for profit under Chapter 617, Florida Statutes, hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation is CBS CHARITABLE FOUNDATION CORP. The mailing address and the principal office of the Corporation is: 620 Drew Street, Clearwater, Florida 33755.

ARTICLE II
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for religious and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or as an organization, contributions to which are deductible under Code Section 170(c)(2). It is the goal of the Directors that the Corporation will make grants to Congregation Beth Shalom Synagogue, Clearwater, Florida (the "Congregation"), to assure excellence in Jewish professional services (primarily rabbis, cantors and other related professionals) and to support the financial requirements of the Congregation in carrying out that purpose.

2. 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 be empowered to make the election authorized under Code Section 501(h). 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.

3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

Prepared By:

Bruce H. Bokor, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0150340

ARTICLE III LIMITATIONS

1. 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 in Article III 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code. Such corporations described in the prior sentence are "qualified organizations."

2. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.

3. The Corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.

4. The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.

5. The Corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.

6. The Corporation will not make any taxable expenditures as defined in Code Section 4945, or the corresponding section of any future federal tax code.

ARTICLE IV DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to one or more "qualified organizations," as described above, or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for one or more exempt or public purposes.

ARTICLE V
MEMBERS; DIRECTORS

1. The Corporation shall not have any members.
2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

3. The persons who shall serve until the first election of Directors are as follows:

<u>Name</u>	<u>Address</u>
Alan C. Bomstein	620 Drew Street, Clearwater, FL 33755
Roni Igel	620 Drew Street, Clearwater, FL 33755
Michael Shane	620 Drew Street, Clearwater, FL 33755

ARTICLE VI
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE VII
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE VIII
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

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ARTICLE IX
INDEMNIFICATION

Subject to the applicable provisions of the Bylaws, each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit, or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

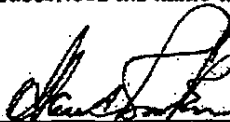
The street address of the initial registered office of this Corporation is 620 Drew Street, Clearwater, Florida 33756, and the name of the initial registered agent of this Corporation at that address is Alan C. Bomstein.

ARTICLE XI
INCORPORATOR

The name and address of the person signing these Articles are:

Alan C. Bomstein
620 Drew Street
Clearwater, Florida 33755

IN WITNESS WHEREOF, the undersigned has subscribed his name this 14th day of June, 2011, at Clearwater, Florida.


ALAN C. BOMSTEIN

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

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Pursuant to Fla. Stat. §48.091, CBS CHARITABLE FOUNDATION CORP, desiring to organize under the laws of the State of Florida, hereby designates Alan C. Bomstein, located at 620 Drew Street, Clearwater, Florida 33755, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Date: _____

June 14, 2011

ALAN C. BOMSTEIN

#564940