

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Torah Outreach Program of South Florida, Inc.

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Date: July 23, 2012

RE: Incorporation of Torah Outreach Program of South Florida Inc

Notes:

Deborah Scherer
Paralegal
Roetzel & Andress
350 East Las Olas Boulevard
Las Olas Centre II, Suite 1150
P.O. Box 30310
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ARTICLES OF INCORPORATION
OF
TORAH OUTREACH PROGRAM OF SOUTH FLORIDA, INC.,
a Florida corporation not for profit

The undersigned, acting as incorporator of TORAH OUTREACH PROGRAM OF SOUTH FLORIDA, INC., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Torah Outreach Program of South Florida, Inc., (hereinafter referred to as the "Corporation"), a Florida corporation not for profit.

ARTICLE II

TERM

This Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III

INCORPORATION

The name and street address of the incorporator is as follows:

Dale S. Bergman
c/o Roetzel & Andress, LPA
350 E. Las Olas Boulevard, Suite 1150
Ft. Lauderdale, FL 33301

ARTICLE IV

PURPOSE

(a) The Corporation is organized and shall be operated exclusively for charitable, and community purposes, within the meaning of Sections 501(1)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes as the making of distributions to organizations that qualify at exempt organizations under Section 501(c)(3) of the Code.

(b) Included among the charitable, and community purposes for which the Corporation is organized and operated exclusively, as qualified and limited by other provisions of these Articles of Incorporation, are the following:

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The Company's primary purpose is to sponsor cultural and educational events to bring and promote Jewish values and traditions to Jewish children who attend public school.

ARTICLE V

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the 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 Code 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 Code or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The assets of the Corporation shall be permanently and exclusively dedicated to charitable, or community purposes within the meaning of Section 501(c)(3) of this Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to organization: then in existence at such time that qualify as exempt organizations under Section 501(c)(3). Any 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, such Court to be one which has competent jurisdiction over both the Corporation and the assets to be disposed of, exclusively for the charitable, or community purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE VII

INITIAL BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be no less than three (3) or more than ten (10). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Rabbi Steven Bodkins	1020 NE 176 th Street North Miami Beach, FL 33162
Dale S. Bergman	350 East Las Olas Blvd., Suite 1150 Ft. Lauderdale, FL 33301
Yechezhal Bodkins	1020 NE 176 th Street North Miami Beach, FL 33162

ARTICLE VIII

OFFICERS

The names and addresses of the initial officers are as follows:

<u>Name</u>	<u>Address</u>
Rabbi Steven Bodkins	1020 NE 176 th Street North Miami Beach, FL 33162
Dale Bergman (Secretary - Treasurer)	350 East Las Olas Blvd., Suite 1150 Ft. Lauderdale, FL 33301

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ARTICLE IX

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE X

MEMBERSHIP

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

ARTICLE XI

BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes, as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Corporation.

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ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

ARTICLE XIII

INITIAL REGISTERED AGENT OFFICE

The name and address of the initial registered agent of this Corporation is R&A Agents, Inc., 350 E. Las Olas Boulevard, Suite 1150, Ft. Lauderdale, FL 33301.

ARTICLE XIV

PRINCIPAL OFFICE ADDRESS

The initial principal office of the corporation shall be located at 1020 NE 176th Street, North Miami Beach, FL 33316.

IN WITNESS WHEREOF, the undersigned, has made, subscribed and acknowledged these Articles of Incorporation on this 23rd of July, 2012, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

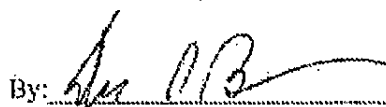


Dale S. Bergman
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Torah Outreach Program of South Florida, Inc., in the foregoing Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

R & A AGENTS, INC.



By: Dale S. Bergman, Authorized Representative

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