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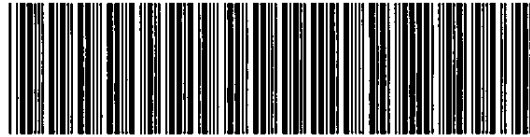
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** American Friends of the Old City, 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:** Brian Louis Lipshy, Esq.  
\_\_\_\_\_  
Name (Printed or typed)

201 NE First Avenue  
\_\_\_\_\_  
Address

delray Beach, Florida 33444  
\_\_\_\_\_  
City, State & Zip

561-330-0660  
\_\_\_\_\_  
Daytime Telephone number

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION**  
**FOR**  
**AMERICAN FRIENDS OF THE OLD CITY, INC.**  
**A Florida Not For Profit Corporation**

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to Chapter 617 of the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation not for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

**ARTICLE I**  
**Name**

The name of the Corporation is **AMERICAN FRIENDS OF THE OLD CITY, INC.** (the "**Corporation**").

**ARTICLE II**  
**Address**

The street address and mailing address of this Corporation's principal office is as follows:

401 E. Las Olas Boulevard  
Suite 2000  
Fort Lauderdale, FL 33301  
Attention Brian J. Sherr

**ARTICLE III**  
**Purposes**

3.1. The Corporation is organized as a not for profit corporation exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code) ("**Code**").

3.2. Without limiting the generality of the purposes specified in Section 1 above, the Corporation shall be dedicated to restoration and maintenance of religious and historical sites in the Old City of Jerusalem and include, but are not limited to the following principal purposes: (a) promote the preservation and maintenance of religious and historical sites in the Old City of Jerusalem; (b) providing funds for the preservation and maintenance of religious and historical sites in the Old City of Jerusalem; (c) to help educate and inform the general public with respect to issues related to the preservation and maintenance of religious and historical sites in the Old City of Jerusalem; (d) to provide and/or fund workshops, educational programs, instruction,

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events, programs, training, research, scholarships, and other services or activities related to the preservation and maintenance of religious and historical sites in the Old City of Jerusalem; and (e) to generally aid and help individuals and the community with respect to the preservation and maintenance of religious and historical sites in the Old City of Jerusalem.

#### ARTICLE IV Election of Directors

The manner in which the directors are elected or appointed shall be at the annual board of directors meeting in accordance with the By Laws of the Corporation.

#### ARTICLE V Initial Officers and Directors

The Initial Officers and Directors of the Corporation are:

Brian J. Sherr, President and Director  
401 E. Las Olas Boulevard  
Suite 2000  
Fort Lauderdale, FL 33301

Richard Finkelstein, Vice President and Director  
500 NE Spanish River Blvd.  
Suite 108  
Boca Raton, FL 3343

Judah Ever, CPA, Secretary, Treasurer and Director  
500 E Broward Blvd Suite 850  
Fort Lauderdale, FL 33394

Kenneth B. Bierman, Director  
350 E. Las Olas Blvd.  
Suite 1400  
Fort Lauderdale, FL 33301

Dr. Rose Lynn Sherr, Director  
255 West 85th Street, 2AB  
New York, NY 10024  
(917) 548-9873  
RoseLynnSherr@gmail.com

#### ARTICLE VI Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE VII  
Initial Registered Office and Agent

SLPA, INC.  
201 NE 1<sup>st</sup> Avenue  
Delray Beach, Florida 33444

ARTICLE VIII  
By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles and may be modified, amended or rescinded only by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE IX  
Negation of Pecuniary Gain

9.1. This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certifications of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of *reasonable compensation for services rendered* or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article III.

9.2. 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 un-distributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X  
Dissolution

Upon the dissolution of this Corporation and in accordance with Florida law, the Board of Directors shall transfer, after paying or making provisions for the payment of all of the liabilities of this Corporation, the remaining assets to a charity or charities to help the Jewish people and qualified as tax-exempt organization under Section 501(c)(3) of the Code.

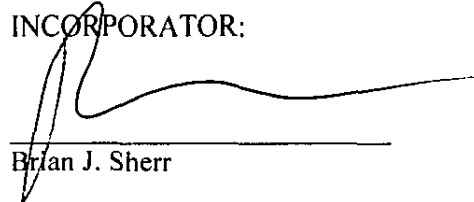
ARTICLE XI  
Incorporator

The names and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian J. Sherr	401 E. Las Olas, Blvd., Suite 2000 Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, I have hereunto set my hand this 7 day of October,  
2015.

INCORPORATOR:

A handwritten signature in black ink, appearing to read "Brian J. Sherr", is written over a horizontal line.

Brian J. Sherr

PURSUANT TO THE PROVISIONS OF SECTION 617.503, FLORIDA STATUTES, THE UNDERSIGNED COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- SLPA, INC.  
201 NE 1<sup>st</sup> Avenue  
Delray Beach, FL 33444

10-7-15  
Date

5