

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N17908

Spenn Family Foundation
Inc

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99 APR 26 AM 10:30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

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CC

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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99 MAY -7 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 1999

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: FRIENDS OF JERUSALEM TEMPLE MOUNT, INC.
Ref. Number: N17908

We have received your document for FRIENDS OF JERUSALEM TEMPLE MOUNT, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

You must show the current name of the corporation in the Title part of the amendment filing. You are now showing the name Spen Family Foundation, Inc. Please correct document as needed.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 499A00021912

Corrected

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**AMENDED
ARTICLES OF INCORPORATION
OF**

FRIENDS OF JERUSALEM TEMPLE MOUNT, INC.

We, the undersigned hereby mutually agree to unite and associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under Section 617.013 of the Florida Statutes, and for this purpose, we hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation was formerly FRIENDS OF JERUSALEM TEMPLE MOUNT, INC. The name is changed to the SPEN FAMILY FOUNDATION, INC.

ARTICLE II. TERM OF EXISTENCE

The term of existence is perpetual. Corporate existence began November 17, 1986.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. To contribute to worthy charitable organizations, including, but not limited to Jewish causes, within the meaning of Section 501(c)(3) of the Internal Revenue Service Code.

B. To continue the vision of Monroe Spen, as the organization is able, as follows:

- (1) To undertake research into the history of Holy Places in Israel;
- (2) To provide scientific means and equipment for the efficient investigation of such places and archaeological sites;
- (3) To study the religious, political, economic, social, cultural and ethnic aspects and implications of these investigations and explorations;
- (4) To work for the safeguarding and preservation of the integrity of Holy Places in Israel, and their restoration, with special emphasis on the TEMPLE MOUNT;
- (5) To provide a forum for authoritative discussion of matters falling within the Corporation's scope of interest;
- (6) To publish the results and records of its discussions and research in order to endow the public with a wider knowledge of Holy Places and archaeological sites in Israel;
- (7) To provide educational forums and materials to persons desiring to learn about the HOLY MOUNT and other Holy Places in Israel prior to visits to these places;
- (8) To raise funds for the promotion and development of these and allied activities; and
- (9) To receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations hereinafter set forth; to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, to achieve the purposes of this organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent Federal tax law.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, 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 be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal

Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the Corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) or retain any excess business holdings as defined in Internal Revenue Code Section 4943(c); (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944; or (C) make any taxable expenditures as defined in Internal Revenue Code Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

(A) The initial registered office of the corporation is to be located at 46 N. Washington Blvd., Unit 27, Sarasota, Florida, and the initial resident agent is George Browning III.

(B) The territory in which its activities are principally to be conducted is the United States of America.

(C) The directors of the corporation until the first annual meeting were as follows:

Helen Ehehalt	1421 S.Brink Ave. Sarasota, FL 33579
Madeleine S. Barnum	2661 Bryce Lane Sarasota,FL 33581
Milton Herbst	2690 Covered Bridge Road Merrick, NY 11566
Paul Goldberg	635 Wyndham Road Teaneck, NJ 07666
Guy Reznik	3 Harduff Street Zhala, Tel Aviv, Israel
Zev Golan	P. O. Box 4158 Jerusalem, Israel
Efraim O'Sullivan	4362 Vernon Avenue Edinah, Minn 55436

The Board of Directors shall not be less than three nor more than 10 members.

ARTICLE V. POWERS

A. This corporation shall have the power to do any and all things necessary or expedient for the accomplishment of the objects and purposes of this corporation, including, but not limited to, the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and immunities, and to enjoy all of the benefits granted to corporations not for profit

under the laws of the State of Florida and now enacted or hereafter amended, and in particular, Section 617.013, Florida Statutes.

B. The corporation shall be able to receive bequests from wills or trust.

C. The corporation shall have the power to retain original assets and other property transferred, devised or bequeathed for such time, to invest and reinvest corporate assets in any type of property or security or accounts including margin accounts, to exchange property, and acquire or retain any investment the officers of the corporation deem advisable although such property may not be of the character usually held by trustees or fiduciaries under trust investment law. The corporation through its officers shall exercise any options, rights, conversion privileges pertaining to any securities held by the corporation.

D. The corporation may make grants or otherwise encourage and support other organizations, individuals or groups engaged in similar activities, and may grant annuities and welfare assistance to worthy indigents; and may establish or make awards to persons or organizations for the purposes of fostering good citizenship, good Samaritan and other benefactions of the public.

ARTICLE VI. SUBSCRIBERS

The name and residence address of the subscriber to these Articles of Incorporation was:

George Browning III
1705 Siesta Drive
Sarasota, Florida 33579

ARTICLE VII. OFFICERS

The affairs of the corporation shall be conducted and managed by a President, one or more Vice-Presidents, a Secretary and a Treasurer, who will be elected annually in accordance with the By-laws of the Corporation. These officers will be elected at the first annual meeting of the Corporation.

ARTICLE VIII. BY-LAWS

The By-laws of the Corporation are to be made and adopted by the original incorporators and may be altered or rescinded by two-thirds of the Directors.

ARTICLE IX. AMENDMENTS

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds majority of the Directors of the Corporation present and voting at any regular meeting called for that purpose.

ARTICLE X. LIMITATIONS

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provision of these articles, this organization shall be carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

These amendments were made in accordance with the Articles and By-laws of the Corporation.

No members entitled to vote on the amendment and the date of the adoption by the board of directors is 1/1/99.

IN WITNESS WHEREOF, the undersigned, as Subscribing Officer, has

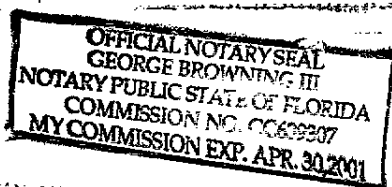
hereunto set her hand and seal this ^{1st} ~~27~~ day of ^{January} ~~January~~, 1999.

Madeleine S. Rodeheffer
Madeleine S. Rodeheffer
President

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared MADELEINE S. RODEHEFFER, PRESIDENT OF SPEN FAMILY FOUNDATION, INC., to me known to be the person described as subscriber in and who executed the foregoing Amended Articles of Incorporation, and she acknowledge before me that she executed and subscribed these Amended Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this ^{1st} ~~27~~ day of ^{January} ~~January~~, 1999.



George Browning III