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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE MITZVAH HOUSE, INC.**

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ARTICLES OF INCORPORATION**OF****THE MITZVAH HOUSE, INC.
A Florida Not For Profit Corporation**

In compliance with the requirements of the Florida Not For Profit Corporation Act, the undersigned, acting as incorporator and desiring to incorporate a nonprofit corporation, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is: The Mitzvah House, Inc.
2. The street address of the corporation's initial principal office is 5015 McKinley Street, Hollywood, FL 33021.
3. The corporation is incorporated under the Florida Not For Profit Corporation Act for the following purpose or purposes:
 - (a) The corporation is formed exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), and in furtherance thereof, do all acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Florida Not For Profit Corporation Act, as amended from time to time.
 - (b) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, officer or other private person, 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 of the corporation set forth in the foregoing subparagraph (a) of this Paragraph 3.
 - (c) 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 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 the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by 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 (ii) by a corporation, contributions to

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which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a 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 organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

(e) Notwithstanding any other provisions of the Articles of Incorporation to the contrary, if the corporation is subject to the provisions of Sections 4941 through 4945 of the Code (or the corresponding provisions of any future United States Internal Revenue Law), the corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. In addition, the corporation shall make distributions at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code.

4. The corporation is to exist for a perpetual term.

5. The corporation shall have no members.

6. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The initial number of the Directors of the corporation shall be three (3). The method of election of Directors and all conditions, qualifications, requirements, privileges and regulations regarding the Board 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 Board of Directors but shall never be less than three (3). The names and addresses of the initial members of the Board of Directors are as follows:

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<u>Name</u>	<u>Address</u>
Joseph Zebede	5015 McKinley Street Hollywood, FL 33021
Henry Grunberg	5015 McKinley Street Hollywood, FL 33021
Jacob Zebede	5015 McKinley Street Hollywood, FL 33021

7. 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.

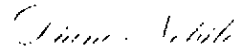
8. The name and street address of the incorporator is:

Diane Nobile, Esquire
Saul Ewing LLP
17th Floor
701 Brickell Avenue
Miami, FL 33131

9. The name and address of the initial registered agent of this corporation is Diane Nobile, Esquire, c/o Saul Ewing LLP, 17th Floor, 701 Brickell Avenue, Miami, FL 33131.

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IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation this 16th day of December, 2022 for the purpose of forming a not for profit corporation under the laws of the State of Florida.

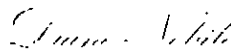


Diane Nobile
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for The Mitzvah House, Inc. in the foregoing Articles of Incorporation, I, on behalf of The Mitzvah House, Inc., a Florida not for profit corporation, 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.

THE MITZVAH HOUSE, INC.

By: 

Diane Nobile

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