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CONGREGATION AHAVAS YISRAEL CORPORATION

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONGREGATION AHAVAS YISRAEL CORPORATION

CONGREGATION AHAVAS YISRAEL CORPORATION, a corporation organized and existing under the laws of the State of Florida, certificate number N94000000160, filed in the office of the Secretary of State on January 4, 1994, hereby certifies as follows:

1. By joint written action dated the 12th day of May, 2008, the Board of Directors of the corporation adopted the following resolution changing the corporation's name to CHABAD REAL ESTATE HOLDINGS, INC., and amending and restating the corporation's Articles of Incorporation as follows:

RESOLVED, that the Certificate of Incorporation of CONGREGATION AHAVAS YISRAEL CORPORATION, and the Articles of Incorporation be amended and restated in their entirety to read as follows:

"AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

CHABAD REAL ESTATE HOLDINGS, INC.

Pursuant to Chapter 617 of the Florida Statutes regarding corporations not for profit under the laws of the State of Florida, the following are the amended and restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **CHABAD REAL ESTATE HOLDINGS, INC.**

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ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION

The address of the principal office and mailing address of the corporation is 708 Lake Howell Road, Maitland, Florida 32751.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to the support and promotion of CHABAD-LUBAVITCH OF GREATER ORLANDO, INC., a Florida not for profit corporation, and an exempt organization as described in Section 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

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2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

a. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

b. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

c. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

d. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

e. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - DIRECTORS AND OFFICERS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The name and address of the initial directors and officers of this corporation are as follows:

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<u>Name</u>	<u>Address</u>	<u>Office</u>
Rabbi Shalom B. Dubov	642 Green Meadow Ave. Maitland, FL 32751	President/ Director
Devorah L. Dubov	642 Green Meadow Ave. Maitland, FL 32751	Secretary/ Director
David G. Danziger	1059 Via Tuscany Winter Park, FL 32789	Treasurer/ Director
Yaakov Majesky	648 Lefferts Blvd. Brooklyn, NY 11213	Director

ARTICLE V - REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the registered office of the corporation is 708 Lake Howell Road, Maitland, Florida 32803, and the name of the initial registered agent of this corporation at that address is SHOLOM B. DUBOV. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - SPECIAL PROVISION REGARDING POWER
TO BORROW AND MORTGAGE

Notwithstanding any other provision of these amended and restated Articles of Incorporation, the Board of Directors shall borrow funds which in the aggregate exceed Five Thousand Dollars (\$5,000.00) or mortgage or otherwise encumber real property of the corporation only upon the vote of three-fourths (3/4) of all of the directors then serving at a meeting specially called for such purpose (excluding the vote of the Executive Director of CHABAD-LUBAVITCH OF GREATER ORLANDO, INC.), and the approval of the Executive Director of CHABAD-LUBAVITCH OF GREATER ORLANDO, INC.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

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ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose; provided, however, such transfer qualifies for an exempt purpose as aforesaid, the transfer shall be to CHABAD-LUBAVITCH OF GREATER ORLANDO, INC., a Florida not for profit corporation. 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law."

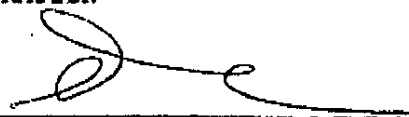
2. These Articles of Amendment were approved by all of the directors of the corporation by said joint written action.


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IN WITNESS WHEREOF, the undersigned President and Secretary
of this corporation have executed these Articles this 12th day
of May, 2008.

CONGREGATION AHAVAS YISRAEL
CORPORATION

By: 
RABBI SHALOM B. DUBOV, President

Attest: 
DEVORAH L. DUBOV, Secretary

(CORPORATE SEAL)

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