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MEMBER FLORIDA AND
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N95000000351

January 8, 1995

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M SMITH, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: B'NAI B'RITH M. AUREL ROSIN LODGE NO: 2004

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-captioned Not for Profit corporation. Also enclosed in a check payable to you in the amount of One Hundred, Twenty-Two Dollars and Fifty Cents (\$122.50), to cover the cost of incorporation.

Please file the enclosed Articles of Incorporation and assign a document number, returning the copy in the self-addressed, stamped envelope I have provided for your convenience.

Thank you for your assistance in this matter.

Very truly yours,

Ralph L. Friedland

Enc.

JAN 25 1995 BSB

ARTICLES OF INCORPORATION
OF THE
B'NAI B'RITH M. AUREL ROSIN LODGE NO. 2004 FOUNDATION, INC.

FILED
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SECRETARY OF STATE

A FLORIDA NOT FOR PROFIT CORPORATION

In order to form a Corporation under and in accordance with the laws of the State of Florida, and the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, for the formation of nonprofit corporations, the below described members do hereby associate themselves together as a Corporation for the purposes and with the powers hereinafter set forth, and to accomplish that objective, do hereby make, adopt and subscribe these Articles of Incorporation, as follows:

ARTICLE I
NAME OF CORPORATION

The Name of this Corporation shall be the B'NAI B'RITH M. AUREL ROSIN LODGE NO. 2004 FOUNDATION, INC. (hereinafter the "Corporation").

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE
MAILING ADDRESS OF THE CORPORATION

Both the address of the principal office of the Corporation and the mailing address of the Corporation shall be P.O Box 5207, Sarasota, Florida 34277.

ARTICLE III
PURPOSES OF THE CORPORATION

A. In accordance with Florida Statutes Section 617.0301, the general nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest or in any lawful manner, and to administer and distribute such

property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

1. To distribute property in accordance with the terms of gifts, bequests or devises made to the Corporation which are not inconsistent with its purposes;

2. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if, in the sole judgment of the Board of Directors and without the necessity of the approval of any trustee, custodian or agent, such restriction becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the designated purposes of the Corporation.

B. In accordance with Florida Statutes Section 617.0505, no part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, 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 set forth herein. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code") or any corresponding provision of any subsequently enacted Code section.

C. In addition to those purposes and powers contained herein, the Corporation shall possess all such powers as enumerated in Florida Statutes Section 617.0302.

ARTICLE IV
MEMBERSHIP

Pursuant to the provisions of the ByLaws of the B'NAI B'RITH M. AUREL ROSIN LODGE NO. 2004 FOUNDATION, INC. (hereinafter the "ByLaws"), all members of the B'nai Brith M. Aurel Rosin Lodge No. 2004 shall be deemed to be members of this Corporation.

ARTICLE V
BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by a Board of Directors consisting of Seven (7) persons, as determined pursuant to the provisions of the ByLaws. The Board of Directors of the Corporation shall be elected at an annual meeting of the members of the B'nai Brith M. Aurel Rosin Lodge No. 2004 on a date determined by the President of the B'nai Brith M. Aurel Rosin Lodge No. 2004 to serve for the fiscal year commencing on the following July 1st.

B. The names and addresses of the initial Directors who are to manage the affairs of the Corporation until the first such annual meeting of said members, and until their successors are duly elected and qualify, are as follows:

Mark Tishman
2311 Siesta Drive
Sarasota, FL 34239

Leonard S. Murzin
1705 Clower Creek Street, BR-203
Sarasota, FL 34231-8929

Ralph L. Friedland
7305 Crape Myrtle Way
Sarasota, FL 34241

Lester Bieber
4822 Ocean Blvd., #2B
Sarasota, FL 34242

Eugene L. Green
1627 Waldemere Street
Sarasota, FL 34239

Melvin Hibnick
3651 Countryplace Blvd.
Sarasota, FL 34233

Harold Hyman
3103 Glenellyn Drive
Sarasota, FL 34237

ARTICLE VI
CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual, unless dissolved according to law.

ARTICLE VII
BYLAWS

The first Board of Directors of the Corporation shall, at an Organizational Meeting, adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors in the manner provided by such Bylaws.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 2033 Main Street, Suite 501, Sarasota, FL 34237. The initial Registered Agent of the Corporation at that address shall be Ralph L. Friedland.

ARTICLE IX
INCORPORATOR

The name, address and telephone number of the Incorporator of these Articles of Incorporation are as follows:

Ralph L. Friedland
2033 Main Street, Suite 501
Sarasota, FL 34237
(813)365-1980

ARTICLE X
DISTRIBUTION UPON DISSOLUTION

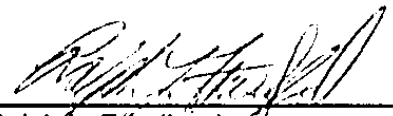
Upon dissolution of the Corporation, the Board of Directors shall, in accordance with Florida Statutes Section 617.1406, after paying, or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes for which the Corporation was organized, to such organization or

organizations operated exclusively for charitable, educational or scientific purposes as shall at all time qualify as an exempt organization or organizations under Code Section 501(c)(3), or any corresponding provision of any subsequently enacted Code Section, or any organization or organizations contributions to which are deductible under Code Sections 170(c)(1) or (2).

ARTICLE XI
AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, by an affirmative vote of a majority of the total number of members of the Board of Directors, at any regular or special meeting of the Board, provided that written notice of the proposed amendment has been given to each Director ten (10) days prior to such meeting.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of January, 1995.




Ralph L. Friedland

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 18th day of January, 1995, before me, an officer duly authorized and acting, personally appeared Ralph L. Friedland, known to me to be the individual described in, and who executed, the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles as Incorporator.

WITNESS MY HAND and official Seal in the County and State aforesaid, this day and year last written above.



Notary Public

My Commission Expires:



OFFICIAL SEAL
Cathie Jane Glasover
My Commission Expires
Feb. 24, 1996
Comm. No. CC 182573

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION OF
B'NAI B'RITH M. AUREL ROSIN LODGE NO. 2004 FOUNDATION, INC.

RALPH L. FRIEDLAND, having a business office identical with the registered office of the Not for Profit corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.


Ralph L. Friedland

FILED
05 JAN 20 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA