

N 95000002081

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TALLAHASSEE, FLORIDA

Law Offices
Abramowitz & Pomerantz, P.A.

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SUNRISE, FLORIDA 33351
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RICHARD ABRAMOWITZ *
HOWARD L. POMERANTZ
MARVIN B. NODEL
CASEY A. FUNDARO *

* ALSO MEMBER NEW YORK BAR

PALM BEACH COUNTY OFFICE
SUITE 114
2498 GLADES ROAD
BOCA RATON, FLORIDA 33431

DADE COUNTY OFFICE
SECOND FLOOR
6199 SOUTHWEST 70TH STREET
MIAMI, FLORIDA 33143

PLEASE REPLY TO:
SUNRISE

April 4, 1995

Secretary of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

600001452936
-04/11/95--01040--007
****122.50 ****122.50

RE: TORAH OUTREACH OF FLORIDA, INC.

Dear Sir:

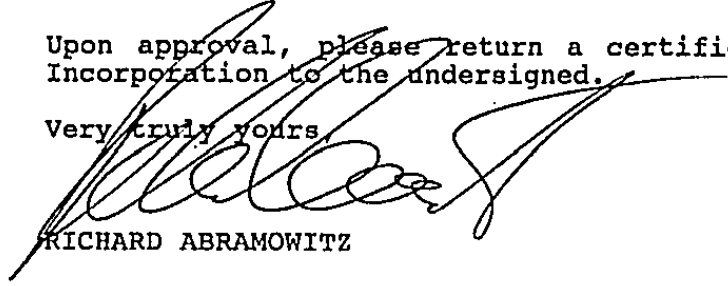
Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for the above named not-for-profit corporation.

Also enclosed is our check in the amount of \$122.50 representing the charter tax, filing fee, registered agent fee and a certified copy of the Articles.

Please file these Articles as soon as possible, noting the provision under Article XII that the corporation's existence shall commence on the date of execution of the Articles.

Upon approval, please return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,



RICHARD ABRAMOWITZ

RA:ct
Enc.

789, 2295, 6'71
11/95-8117
EFFECTIVE DATE
4/6/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1995

ABRAMOWITZ & POMERANTZ, P.A.
7800 WEST OAKLAND PARK BOULEVARD
STE 101, BELLE TERRE OF SUNRISE
SUNRISE, FL 33351

SUBJECT: TORAH OUTREACH OF FLORIDA, INC.
Ref. Number: W95000008119

We have received your document for TC. . . OUTREACH OF FLORIDA, INC.
and your check(s) totaling \$122.50. Ho the enclosed document has not
been filed and is being returned for the fr .) correction(s):

Section 617.0803, Florida Statutes, re that the board of directors never
have fewer than three directors.

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
(904) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 495A00017692

ARTICLES OF INCORPORATION
OF
TORAH OUTREACH PROJECT OF FLORIDA, INC.
a corporation not-for-profit

ARTICLE I - NAME

The name of this corporation is TORAH OUTREACH PROJECT OF FLORIDA, INC., a corporation not-for-profit.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 4699 N. State Road 7, #T, Ft. Lauderdale, FL 33319.

ARTICLE III - PURPOSE

To provide Jewish religious educational and social services to the Jewish community and to the community at large and for any other lawful purposes, not for pecuniary profit.

ARTICLE IV - QUALIFICATION OF MEMBERS

Qualification shall be available to persons who have interest in the promulgation and furtherance of the teachings of Judaism and the Chabad Lubavitch teachings in particular.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4699 N. State Road 7, #T, Ft. Lauderdale, FL 33319 and the name of the initial registered agent of this corporation at this address is Rabbi Yisroel Y. Wudowsky.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these articles is Rabbi Yisroel Y. Wudowsky, 4699 N. State Road 7, #T, Ft. Lauderdale, FL 33319.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but in no event shall be less than three (3). The names and addresses of the initial Board of Directors of this corporation are:

Rabbi Yisroel Y. Wudowsky	4699 N. State Road 7, #T, Ft. Lauderdale, FL 33319
Mrs. Rivkah Wudowsky	4699 N. State Road 7, #T Ft. Lauderdale, FL 33319
Alan Kaufman	4699 N. State Road 7, #T Ft. Lauderdale, FL 33319

EFFECTIVE DATE
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CLERK OF DISTRICT COURT
N. D. FLA.

ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS

The Board of Directors shall be elected by the existing Board of Directors.

ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE X - REVENUE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, 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 in Article III hereof. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions of these Articles, 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

ARTICLE XI - DISSOLUTION

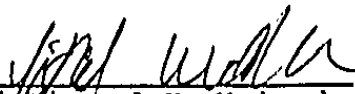
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively, for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal officer 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.

ARTICLE XII - DURATION

This Corporation shall commence on the date of execution and acknowledgment of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: ^{April 6} ~~March 31~~, 1995


Rabbi Yisroel Y. Wudowsky

STATE OF FLORIDA)

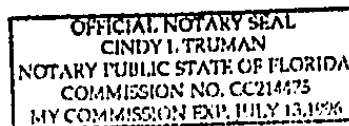
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 31st ^{April} ~~March~~ day of ^{April} ~~March~~, 1995, by Rabbi Yisroel Y. Wudowsky, who is personally known to me or has produced _____ as identification and who did/did not take an oath.


Notary Public, State of Florida

CINDY L. TRUMAN
Print, type or stamp name

Comm. Exp.
Serial No.



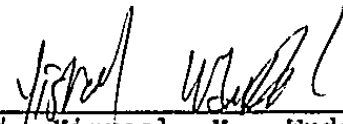
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that TORAH OUTREACH PROJECT OF FLORIDA, INC. desiring to organize or qualify under the laws of the State of Florida, has named Rabbi Yisroel Y. Wudowsky, located at 4699 N. State Road 7, #T, Ft. Lauderdale, FL 33319, as its agent to accept service of process within Florida.

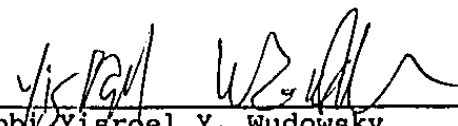
Dated: ~~March 31~~^{April 6}, 1995



Rabbi Yisroel Y. Wudowsky,
President

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent,

Dated: ~~March 31~~^{April 6}, 1995



Rabbi Yisroel Y. Wudowsky

FILED
95 APR 11 AM 10 55
TALMADGE, J. J.

EFFECTIVE DATE

4/6/95