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May 2, 1995

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

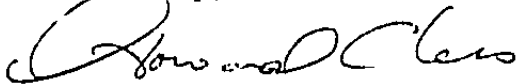
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\*\*\*\*122.50 \*\*\*\*122.50

To whom it may concern,

Enclosed are the Articles of Incorporation for Living Waters Programs, Incorporated, with a check for \$122.50 made out to Secretary of State.

We would appreciate a certified copy sent to us as soon as possible, addressed to our registered agent of record, Rabbi Shoni Labowitz, 11450 SW 16th Street, Davie, Florida 33325.

Sincerely,



Howard Chess  
Director

HC:esb  
Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, Howard Chess, \_\_\_\_\_, and \_\_\_\_\_, all being adult persons at least eighteen (18) years of age, do hereby form a Not-for-Profit Corporation pursuant to Chapter 617, Florida Statutes, and do hereby associate ourselves as incorporators, and do hereby certify as follows:

SECOND: The name of the Not-for-Profit Corporation is the  
"Living Waters Programs, Incorporated"

THIRD:

(1) The purposes for which the Not-for-Profit Corporation is formed are:

(a) to foster education, namely religious study and worship;

(b) to formulate, design and implement educational programs directed toward Jewish study, worship and renewal;

(c) for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt 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), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or

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for other than "charitable purposes" within the meaning of such terms as defined in Section 1 (d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Not-for-Profit Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the laws of Florida, for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(d) No part of the net earnings of the Not-for-Profit Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Not-for-Profit 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 THIRD, Section (1) hereof. No substantial part of the activities of the Not-for-Profit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Not-for-Profit Corporation shall not participate, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Not-for-Profit 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 1986 (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 Internal Revenue Law).

(e) Included among the religious, educational and charitable purposes for which the Not-for-Profit Corporation is organized, as qualified and limited by subparagraphs (a), (b), (c) and (d) of this Article THIRD Section (1), are the following:

(i) To establish, maintain and conduct a school for religious instruction of children and adults;

(ii) To further all religious and charitable work; and,

(iii) For such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(f) (i) References to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, in any political campaign on behalf of any candidates for public office (including the publishing or distributing of statements).

(ii) The term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

FOURTH: The Not-for-Profit Corporation shall have a board of directors, consisting of at least three members. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than three.

The names and addresses of the initial Directors of the Not-for-Profit Corporation are:

Rabbi Phillip A. Labowitz	11450 SW 16th St. Davie, FL 33325
Rabbi Shoni Labowitz	11450 SW 16th St. Davie, FL 33325
Howard Chess	1871 NW 108th Ave. Plantation, FL 33322

The time and method for election and succession of Directors is provided in the By-Laws of the Not-for-Profit Corporation.

FIFTH: The existence of the Not-for-Profit Corporation shall be perpetual.

SIXTH: The address of the principal office and the mailing address of the Not-for-Profit Corporation is 11450 SW 16th St., Davie, FL 33325. The street address of initial registered office of the Not-for-Profit Corporation is the same address as the principal office. The name and address of the resident agent of the Not-for-Profit Corporation are Rabbi Shoni Labowitz, 11450 SW 16th St., Davie, FL 33325. Said resident agent is a citizen of the State of Florida and actually resides therein.

SEVENTH: The Not-for-Profit Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Not-for-Profit Corporation.

EIGHTH: Upon the dissolution of the Not-for-Profit Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Not-for-Profit Corporation, dispose of all of the assets of the Not-for-Profit Corporation exclusively for the purposes of the Not-for-Profit 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of business of the Not-for-Profit Corporation is located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

NINTH: The Not-for-Profit Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Not-for-Profit Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

TENTH: The name and home address of each incorporator of the Not-for-Profit Corporation are as follows:

<u>Rabbi Phillip A. Labowitz</u>	<u>11450 S.W. 16th Street, Davie, FL 33325</u>
<u>Rabbi Shoni Labowitz</u>	<u>11450 S.W. 16th Street, Davie, FL 33325</u>
<u>Howard Chess</u>	<u>1871 N.W. 108th Ave., Plantation, FL 33322</u>

ELEVENTH (1) The Not-for-Profit Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subjected to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(2) The Not-for-Profit Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(3) The Not-for-Profit Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) The Not-for-Profit Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(5) The Not-for-Profit Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

TWELFTH: No director or officer of the Not-for-Profit Corporation shall be liable to the Not-for-Profit Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 19\_\_, and we acknowledged the same to be our acts.

WITNESS:

Antoine Adair

Mindy L. Schuch

Sammy J. Young

Philip Labowitz  
Howard Chess

PLAN C 200 223 46 466.

STATE OF FLORIDA,  
COUNTY OF BROWARD, TO WIT:

I HEREBY CERTIFY that on this 20 day of April, 1995, before me, the subscriber, a Notary Public in and for the County and State aforesaid, personally appeared Philip Labowitz, Shari Labowitz, and Howard Chess, known to me or satisfactorily proven to be the person whose name is subscribed

to the within instrument, and acknowledged that he/she is the same for the purposes therein contained. They are not personally known to me or have produced a Florida driver's license as identification, and did not take an oath.

AS WITNESS MY hand and Notarial Seal.

Ann M. Wankel  
Notary Public



My Commission Expires: 1-23-98

NOTARY SEAL  
ANN M. WANKEL  
COMMISSION # 0014079  
MY COM. EX. 1-23-98

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned hereby accepts the designation as Registered Agent for Living Waters Programs, Incorporated.

Date: 4/20/95

Richard A. Blum

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA