

N95000002254

Joshua D. Manaster, P.A.

ATTORNEY AND COUNSELOR AT LAW

JOSHUA D. MANASTER

BOARD CERTIFIED
REAL ESTATE LAWYER

May 4, 1995

1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI, FLORIDA 33131-3481
TELEPHONE (305) 374-6782
FAX (305) 374-6033

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: THE BABAY BRACHA FUND, INC.

To whom it may concern:

I am enclosing herewith an original and copy of the Articles of Incorporation for the above captioned, together with my check in the amount of \$122.50 to cover costs of filing and for a certified copy for the corporation.

Please file the original and forward the certified copy to me.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

JOSHUA D. MANASTER

JDM:aa
Enclosure

000001479300
-05/08/95--01101--015
****122.50 ****122.50

SJS

ARTICLES OF INCORPORATION

THE BABY BRACHA FUND, INC.

1. **Name.** The name of this corporation is **THE BABY BRACHA FUND, INC.**
2. **Duration.** The period of its duration is in perpetuity.
3. **Statement of Corporate Nature.** This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Not for Profit Corporation Act.
4. **Purpose.** The purpose of this corporation is to engage in religious and charitable purposes, by distribution of its funds for such purposes, as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax exempt organizations under that code. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in § 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now

exist or as they may be hereinafter amended from time to time.

5. **Dedication of Assets.** The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

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, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions 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 court having proper jurisdiction in the county where 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.

6. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Joshua D. Manaster, Esquire 1428 Brickell Avenue, Miami, Florida 33131.

7. **Principal Office.** The principal office and mailing address of this corporation is 4557 North Jefferson Avenue, Miami Beach, Florida 33140.

8. **Initial Board of Directors.** This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than three. Directors are to be elected in a manner set forth in the Bylaws.

The names and addresses of the initial directors of this corporation are:

Esti Duchman, 4557 North Jefferson Avenue, Miami Beach, Florida 33140

Faige Fellig, 3600 Pine Tree Drive, Miami Beach, Florida 33140

Ruth Perl, 4340 North Bay Road, Miami Beach, Florida 33140

9. **Incorporators.** The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation is:

Joshua D. Manaster, Esquire, 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131.

10. **Amendments of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

11. **Non-resident Directors.** Directors need not be residents of this state.

12. **Amendment of Articles of Incorporation.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors by a sixty-six (66) percent vote.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 1 Day of May, 1995.

INCORPORATOR

I hereby am familiar with and accept the duties and responsibilities as registered agent for this corporation.

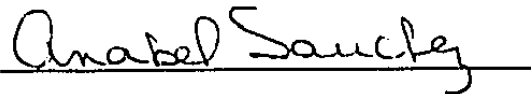

REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF DADE

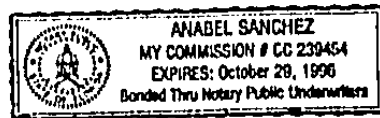
BEFORE ME, the undersigned authority, personally appeared JOSHUA D. MANASTER, to me known to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of May, 1995.



Notary Public, State of Florida

My commission expires:



RECEIVED
JUL 11 1995
COUNTY OF DADE
NOTARY PUBLIC
ANABEL SANCHEZ

N95000002254

Joshua D. Manaster, P.A.

ATTORNEY AND COUNSELOR AT LAW

JOSHUA D. MANASTER
BOARD CERTIFIED
REAL ESTATE LAWYER

1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI, FLORIDA 33131-3491
TELEPHONE (305) 374-6762
FAX (305) 374-6033

September 14, 1995

Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: BABY BROCHA FUND, INC

To whom it may concern:

Enclosed herewith please find Articles of Amendment for this Corporation together with your fee in the amount of 80.00. Please be so kind as to return a certified copy to the undersigned at your earliest opportunity.

Very truly yours,

JOSHUA D. MANASTER

JDM:aa

Enclosure

600001588236
-09/19/95--01064--024
*****80.00 *****80.00
600001588236
-10/16/95--01016--013
*****7.50 *****7.50

FILED
1995 OCT 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~10750000017307~~

Name Charge
KFT 10-12-95

789, 1164, 514, 524, 674



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

1995 OCT 10 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 27, 1995

Joshua D. Manaster, Esquire
1428 Brickell Avenue
Eighth Floor
Miami, FL 33131-3491

SUBJECT: THE BABY BRACHA FUND, INC.
Ref. Number: N95000002254

We have received your document for THE BABY BRACHA FUND, INC. and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

There is a balance of \$7.50 due for the certified copy.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 295A00044173

RECEIVED
OCT 10 1995
10 AM '95

FILED

1995 OCT 10 PM 3:00

ARTICLES OF AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of THE BABY BRACHIA FUND, INC., a Florida Corporation are hereby amended in the following particulars:

The name of the corporation is hereby amended to read THE BABY BROCHA FUND, INC

2. The foregoing amendment was adopted by all of the Directors of the Corporation, unanimously, on August, 17, 1995. The number of votes cast for the amendment was sufficient for approval.
3. There are no members or members entitled to vote on the amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 15 day of September, 1995.

Esti Dushman

President

Faige Fellig

Secretary

STATE OF FLORIDA

COUNTY OF DADE

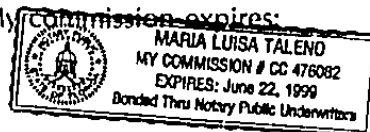
BEFORE ME, the undersigned authority, personally appeared ESTI DUCHMAN and FAIGE FELLIG, President and Secretary of the foregoing Corporation, to me personally known to be the person(s) who executed the foregoing Articles of Amendment, or who presented personally known to me as identification and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of September, 1995.

Maria Luisa Taleno

Notary Public, State of Florida

My commission expires:



N 95000002254

Joshua D. Manaster, P.A.

ATTORNEY AND COUNSELOR AT LAW

JOSHUA D. MANASTER

BOARD CERTIFIED
REAL ESTATE LAWYER

February 6, 1996

1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI, FLORIDA 33131-3481

TELEPHONE (305) 374-6768
FAX (305) 374-8033
FAX (305) 374-7870

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

7000001710267
-02/08/96--01049--002
*****80.00 *****80.00

Re: BABY BROCHA FUND, INC.

To whom it may concern:

I am enclosing herewith an original and copy of the Articles of Amendment for the above captioned, together with my check in the amount of \$80.00 to cover costs of filing and for a certified copy for the corporation.

Please file the original and forward the certified copy to me.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

JOSHUA D. MANASTER

JDM:aa
Enclosure

FILED
96 FEB -8 PM 2:43
TALLAHASSEE, FLORIDA
STATE

AMEND
FILE

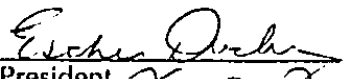
ARTICLES OF AMENDMENT

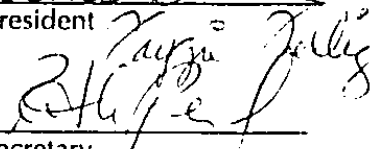
1. The following provisions of the Articles of Incorporation of THE BABY BROCHA FUND, INC., a Florida Corporation are hereby amended in the following particulars:

Paragraph 4 of the Articles of Incorporation is amended to read:

4. **Purpose.** The purpose of this corporation is to engage in religious and charitable purposes, by distribution of its funds for such purposes, as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax exempt organizations under that code. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in § 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.
2. The foregoing amendment was adopted by all of the Directors of the Corporation, unanimously, on January, 29, 1996. The number of votes cast for the amendment was sufficient for approval.
3. There are no members or members entitled to vote on the amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 2 day of February, 1996.


President


Secretary

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ESTI DUCHIMAN and FAIGE FELLIG, President and Secretary of the foregoing Corporation, to me personally known to be the person(s) who executed the foregoing Articles of Amendment, or who presented _____ as identification and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5 day of February, 1996.



Notary Public, State of Florida
My commission expires:

