



1 DAY SERVICE
2-9171
2-0191
00-2-586
NR500003149

ACCOUNT NO. : 072100000032

REFERENCE : 629704 1003A

AUTHORIZATION :

Patricia K...

COST LIMIT : \$ 122.50

ORDER DATE : June 30, 1995

ORDER TIME : 10:14 AM

ORDER NO. : 629704

500001528155

CUSTOMER NO: 1003A

CUSTOMER: Lisa Hirsch, Legal Assistant
ABRAMS ANTON ROBBINS RESNICK
& SCHNEIDER
P.o. Box 229010

Hollywood, FL 33022

DOMESTIC FILING

NAME: JEWISH YOUNG ADULT NETWORK,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

T. BROWN JUL - 3 1995

FILED
95 JUN 30 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JEWISH YOUNG ADULT NETWORK, INC.
(A Florida Not-For-Profit Corporation)

FILED
95 JUN 30 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is JEWISH YOUNG ADULT NETWORK, INC. (hereinafter referred to as the "Corporation").

ARTICLE II

PURPOSE

The Corporation is a not-for-profit corporation organized for the purpose of Jewish community, Jewish learning, Jewish experience and performing all acts and doing all things deemed necessary or desirable to further such purpose, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is, or may in the future be, permitted by the laws of the State of Florida. All funds of the Corporation and any monies from its operation shall be used in the furtherance of the objectives set forth above, and no benefits shall inure to any private parties, except benefits incidental to the objectives of the Corporation.

ARTICLE III

MEMBERSHIP

Any person, corporation, partnership, association, organization or entity (i) who or which is interested in the purposes of the Corporation and who or which is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and (ii) who or which complies with the requirements established from time to time by the By-laws of the Corporation shall be eligible for membership. The By-laws of the Corporation must set forth the number of members, manner of admission of members, and classifications of membership. Members may be admitted, time periods for the payment of annual dues may be proscribed, and membership may be terminated prior to adoption of the By-laws by resolution of the initial board of directors.

ARTICLE IV

RIGHTS AND PRIVILEGES

In furtherance of the foregoing purposes of this Corporation, the Corporation shall have the following rights and privileges:

1. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or agency thereof.

2. To borrow or raise money for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the Corporation, whether at that time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

3. To exercise and enjoy all of the other powers, rights and privileges granted to or conferred upon not-for-profit corporations as set forth in the Statutes of the State of Florida.

4. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or necessary and proper for the accomplishment of the objects, benefit and protection of the Corporation, having special regard for qualifications under and compliance with the provisions of the Internal Revenue Code, as amended, concerning tax-exempt organizations.

5. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.]

ARTICLE V

DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to (i) any other organization which is tax exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, the objectives and purposes of which most nearly meet those of the Corporation or (ii) a nonprofit fund, foundation, or corporation, which has established its tax exempt status under Section 501(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes.

ARTICLE VII

BY-LAWS

The By-Laws of this Corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the By-Laws. Amendments to the By-Laws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to members with a call to the meeting at least thirty (30) days in advance.

ARTICLE VIII

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this Corporation is 10270 S.W. 109th Street, Miami, FL 33176 and the name of the initial registered agent of the Corporation is Michael Hirsh, whose address is 10270 S.W. 109th Street, Miami, FL 33176.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The Board of Directors shall be composed of persons elected by the membership, persons appointed by organizations, entities, agencies and other groups of any type whatsoever, including without limitation governmental authorities, which are authorized by the By-Laws to appoint directors, and any other persons selected in accordance with the By-Laws, all in the numbers and in accordance with the procedures described in the By-Laws. The number of directors may be increased or decreased from time to time, in accordance with the

By-Laws of the Corporation, or, prior to the adoption of the By-Laws, by resolution of the initial Board of Directors, but shall never be less than three (3). The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Michael Hirsh
10270 S.W. 109th Street
Miami, FL 33176

Lisa Falowitz
9720 S.W. 130th Street
Miami, FL 33176

Nadine Swartz
9845 S.W. 126th Terrace
Miami, FL 33176

Lani Harac
10302 S.W. 144th Street
Miami, FL 33176

Mark Pass
10045 S.W. 130th Terrace
Miami, FL 33176

Maura Feldman
7211 S.W. 62nd Avenue, #202
Miami, FL 33143

Until such time as the By-Laws are adopted by members, the initial Board of Directors of the Corporation shall have full power and authority to transact the business of the Corporation, including without limitation admitting members, terminating membership and electing officers.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Michael Hirsh
10270 S.W. 109th Street
Miami, FL 33176

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any director who is empowered to propose a change to the Articles of Incorporation as set forth in the By-Laws, and shall be adopted at a meeting of the Board of Directors by a majority vote of the directors entitled to vote on an amendment to the Articles, as set forth in the By-Laws. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the directors, sealed with the corporate seal, signed by the secretary or assistant secretary, and executed and acknowledged by the president or vice president, has been filed with the Secretary of State and all filing fees paid.

IN WITNESS WHEREOF, the undersigned Incorporator and registered agent has executed these Articles of Incorporation on this 28 day of June, 1995.

Michael Hirsh
Michael Hirsh
Incorporator and Registered Agent

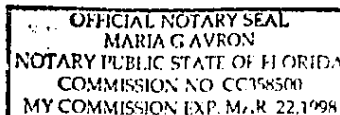
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28th day of June, 1995, by Michael Hirsh, [☒] who is personally known to me or [☐] who produces a driver's license or [☐] other _____ as identification.

Maria G. Avron
Notary Public, State of Florida

My Commission Expires:



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

FILED
95 JUL 30 AM 8 06
SECRET
FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That JEWISH YOUNG ADULT NETWORK, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Michael Hirsh, 10270 S.W. 109th Street, Miami, FL 33176, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Michael Hirsh
Michael Hirsh
(Resident Agent)

1201 HAYS STREET
TALLAHASSEE, FL 32301
800-342-8086
N95000003149



RECEIVED

96 FEB 15 PM 12:10

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 848057
AUTHORIZATION : Patucia T. [signature]
COST LIMIT : \$ 87.50

FILED
96 FEB 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 15, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 848057

CUSTOMER NO: 4306827

300001716073

CUSTOMER: Ellen S. Bryan, Esq
Abrams Anton Robbins Resnick &
2021 Tyler Street

Hollywood, FL 33022

DOMESTIC AMENDMENT FILING

NAME: JEWISH YOUNG ADULT NETWORK,
INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS FEB 16 1996

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 16, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: JEWISH YOUNG ADULT NETWORK, INC.
Ref. Number: N95000003149

We have received your document for JEWISH YOUNG ADULT NETWORK, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

If there are NO 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.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 896A00006851

FILED

96 FEB 15 PM 3:44

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
JEWISH YOUNG ADULT NETWORK, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are hereby amended as follows:

ARTICLE IV
RIGHTS AND PRIVILEGES

5. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payments, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to (i) any other organization which is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the objectives and purposes of which most nearly meet those of the Corporation or (ii) a nonprofit fund, foundation, or corporation, which has established its tax exempt status under Section 501(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

2. This Amendment is adopted as of the 2nd day of February, 1996.

3. The Amendment was adopted at a meeting of the Board of Directors by a majority vote of the directors entitled to vote to amend the Articles of Incorporation, as set forth in the By-Laws. There are no members entitled to vote on the amendment.

The number of votes cast for the Amendment was sufficient for approval.

Signed this 2nd day of February, 1996.

Michael G. Hines
President

ATTEST:

Maura Feldman
Secretary