

N960000001779

MAURICE SHAMS, OSKROBLU, MORAN, LOSHY & KENNAN, P.A.

ATTORNEYS AT LAW

1000

111 NORTH ... AVENUE

ORLANDO, FLORIDA 32801-3070

(407) 841-7470

KELI H. RUBIN
MAURICE SHAMS
EMERY H. OSKROBLU, III
THOMAS P. MORAN
RALPH C. LOSHY
JOHN M. KENNAN
ROBERT S. McDONALD
RICHARD J. BITTNER
ROBERT W. HARCH
BRIAN J. MORAN
RIDNEY H. SHAMR
KELLY J. HAYSTONE
GARRETT P. SWANWOOD
ROBERT H. HODDY, JR.

MAILING ADDRESS
POST OFFICE BOX 688
ORLANDO, FLORIDA 32809-0688

FACSIMILE
(407) 640-4000

February 23, 1996

800001725828
-02/27/96--01123--005
****122.50 ****122.50

Certified, Return Receipt Requested

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Congregation Beth El

Gentlemen/Ladies:

Enclosed are Articles of Incorporation for the above referenced non-profit corporation. Also enclosed is our check in the amount of \$122.50 representing the fee for filing and to obtain a certified copy of the filed Articles. Enclosed is a self-addressed stamped envelope for your convenience in returning the file stamped Articles.

If you have any questions, please do not hesitate to contact us.

Very truly yours,

Maurice Shams

MS/amp
enclosures
cc: Ms. Jackie Elbaz
(scystnt.ltr)

Adriene GAVE
AUTHORIZATION BY PHONE TO
CORRECT add. inc's
DATE 4-2-96
DOC. EXAM D. Arnold

96 APR -2 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

796-4567
DCC
4-2-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 29, 1996

MAURICE SHAMS
SUITE 900
111 NORTH ORANGE AVENUE
ORLANDO, FL 32801-2373

SUBJECT: CONGREGATION BETH EL
Ref. Number: W96000004567

We have received your document for CONGREGATION BETH EL and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 096A00008960

SUBIN, SHAMS, ROSENBLUTH, MOHAN, LOSKY & BIRNMAN, P. A.

ATTORNEYS AT LAW
SUITE 000
111 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801-0070
(407) 841-7470

ALI H. SUBIN
MAURICE SHAMS
EMERY H. ROSENBLUTH, JR.
THOMAS P. MOHAN
RALPH C. LOSKY
JOHN W. BIRNMAN
ROBERT N. MACDONALD
MICHAEL J. BILTMAN
ROBERT W. HANCOCK
PHILIP J. MOHAN
RIDNEY H. SHAMR
KELLY T. HAYMOND
HARRIET P. SWARTWOOD
ROBERT H. HINDY, JR.

MAILING ADDRESS
POST OFFICE BOX 000
ORLANDO, FLORIDA 32802-0000

FACSIMILE
(407) 640-4000

March 20, 1996

Certified, Return Receipt Requested

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

**Articles of Incorporation of
Congregation Beth El of Central Florida**

Gentlemen/Ladies:

800001757618
-03/26/96--01095--011
***122.50 ***122.50

Enclosed are Articles of Incorporation for the above corporation for filing together with our trust account check in the amount of \$122.50 representing the fee due including return of a certified copy. Please return the certified copy in the self-addressed stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Maurice Shams

MS/amp
enclosures
cc: Ms. Jackie Elbaz

[lrs/secystat.art]

6/2/96

**ARTICLES OF INCORPORATION OF
CONGREGATION BETH EL OF CENTRAL FLORIDA, INC.**

A Florida Corporation Not For Profit

We, the undersigned hereby associate ourselves for the purpose of being incorporated under the laws of the State of Florida applicable to Corporations Not for Profit under the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation is Congregation Beth El of Central Florida, ^{Inc.} Corporation Not for Profit.

**ARTICLE II
CORPORATION Not For Profit**

This Corporation is organized pursuant to the Corporation Not for Profit Act of the State of Florida as set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
TERM**

This Corporation shall have perpetual existence.

**ARTICLE IV
PRINCIPAL OFFICE**

The present address of the principal office and place of business of this Corporation is 239 North Mounts Bay Court, Longwood, Florida 32779, which address and place of business are subject to change from time to time by the Board of Trustees.

**ARTICLE V
PURPOSES**

The following are the purposes of this Corporation:

1. To establish and maintain a synagogue for conservative Judaism, to provide a place of public worship for people of the Jewish faith, and to establish and maintain a congregation in accordance with the teachings, customs, and laws of the Jewish religion, independent of any higher ecclesiastical authority or body;
2. To establish, maintain and conduct a school for Judaic religious instruction and to further other religious and charitable work;
3. To operate exclusively for such religious purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provisions of any future United States Internal Revenue laws. This Corporation will not carry on any activity 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 (or the

FILED

APR -2 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corresponding provisions of any future United States Internal Revenue law) or by corporate contributions which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future United States Internal Revenue law).

ARTICLE VI POWERS

This Corporation shall exercise all the powers conferred by law upon corporations not for profit to the extent that such powers are not in conflict with the purposes of the Corporation or with the directions of policy of the Board of Trustees. Notwithstanding anything herein to the contrary, the Corporation shall exercise its powers only in furtherance of its non profit purposes under Florida law and the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and all rules and regulations thereunder as the same now exist or as may hereafter be amended. In addition, but not by way of limitation, the Corporation shall have the following specific powers:

- a. Succession by its corporate name;
- b. To sue and be sued and appear and defend in all actions or proceedings in its corporate name to the same extent as a natural person;
- c. Adopt and use a common corporate seal and alter the same; however, that such seal will always contain the words "Corporation Not for Profit;"
- d. Elect or appoint such officers, agents, directors, and/or trustees as its fare shall require;
- e. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property;
- f. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or any interest therein, wherever situated as the Corporation may require to accomplish its objectives and purposes and not for pecuniary profit;
- g. Convey, lease, exchange, transfer, or otherwise dispose of all or any part of the property of the Corporation;
- h. Engage in all endeavors which may be essential, necessary, or incident to the pursuit of or in connection with any of the purposes and objectives of the Corporation;
- i. To have and exercise all powers granted under the law and powers that may be necessary or convenient to effect any or all other purposes and objectives for which the Corporation is organized.

ARTICLE VII MEMBERSHIP

Membership in this Corporation shall be persons of the Jewish faith, subject to qualification and conditions established by the Bylaws of this Corporation or from time to time determined by the Board of Trustees. All members shall be adults and competent to contract and shall be subject to approval of the Board of Trustees of the Corporation.

ARTICLE VIII INCORPORATION

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Michael Groberg
525 Westport Drive
Longwood, Florida 32750

Fred Frishman
446 Stanton Road
Longwood, Florida 32779

Sanford Weiner
239 North Mounts Bay Court
Longwood, Florida 32750

ARTICLE IX MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Trustees. This government of this Corporation shall be vested in a Board of Trustees initially consisting of three (3) persons who shall be members of the Corporation. The number of Trustees herein provided may be changed by the bylaws duly adopted by the Board of Trustees, which shall never be less than the number of Trustees required under Florida law for a corporation Not for Profit. The names and addresses of the first Board of Trustees who shall serve in such capacity until their successors are duly elected or appointed are as follows:

Michael Groberg
525 Westport Drive
Longwood, Florida 32750

Fred Frishman
446 Stanton Place
Longwood, Florida 32779

Sanford Weiner
239 North Mounts Bay Court
Longwood, Florida 32750

Ruth Goldhar
3423 Ibis Drive
Orlando, Florida 32803

B. Officers. The Officers of this Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, one or more Assistant Secretaries, and one or more Assistant Treasurers. The number of Vice Presidents, Assistant Secretaries, and Assistant Treasurers may be fixed and determined by the Board of Trustees from time to time. All the Officers and offices may be established or appointed by the Board of Trustees at any meeting subject to notice in the Bylaws. The qualifications of Officers, the time and

manner of electing or appointing Officers, the duties of each Officer, and the terms of office and the manner or method of removing officers shall be as set forth in the Bylaws of this Corporation.

The Officers who are to serve until the first election or appointment of Officers under the Articles of Incorporation are:

Michael Groberg	President
Fred Frishman	Vice President
Ruth Goldhar	Secretary
Sanford Weiner	Treasurer

C. Standing Committees. This Corporation shall have as many standing committees as may be organized pursuant to the Bylaws of the Corporation or as may be determined by the Board of Trustees. Such committees may be created from time to time by the Board of Trustees to carry out specific purposes of the Corporation.

ARTICLE X BYLAWS

The Board of Trustees of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of the purposes as it may deem necessary from time to time. The Bylaws of this Corporation shall be adopted, altered, or amended or repealed by a majority vote of the Board of Trustees present upon proper notice as may be provided by the Bylaws or by law at any regular meeting or special meeting called for that purpose. At any regular or special meeting of the members of the Corporation, upon proper notice as may be provided by the Bylaws or by law, the Bylaws may be amended or repealed by a majority vote of the membership present at such meeting. No Bylaws shall be in conflict with these Articles of Incorporation.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended upon amendment proposed by the Board of Trustees and adopted by a majority of the Board of Trustees pursuant to the Bylaws or by a majority of the membership of this Corporation at any regular special meeting after proper notice as may be provided by the Bylaws or by law.

ARTICLE XII DISSOLUTION

This Corporation may be dissolved by two-thirds vote of the Corporation's voting members or when the objectives for which the Corporation was organized have been fully accomplished, if ever. In the event of dissolution, the Corporation shall be dissolved in accordance with Florida law, and the property of the Corporation shall be distributed to an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code.

Page 5 of 7 of Articles
of Incorporation of
Congregation Beth El of Central Florida

The undersigned, constituting the subscribers of this Corporation for the purposes of forming this Corporation Not for Profit was under the laws and jurisdiction of the State of Florida, have executed these Articles of Incorporation this 17 day of March 1996.

Michael Groberg
MICHAEL GROBERG

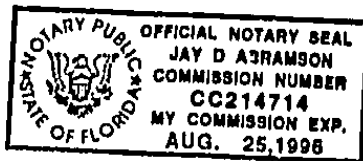
Fred Frishman
FRED FRISHMAN

Sanford Weiner
SANFORD WEINER

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorize to administer oaths and take acknowledgments, personally appeared MICHAEL GROBERG, who is known to me to be the person described in and who executed the foregoing, who acknowledged before me that he executed the same, and an oath was not taken. Said person is personally known to me (), or produced _____ as identification ().

Witness my hand and official seal in the Count and State last aforesaid this 17 day of MARCH, 1996.



J. D. Abramson
Notary Public

Print Name JAY D. ABRAMSON

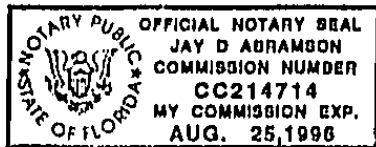
My Commission Expires: AUG 25, 1996

Page 6 of 7 of Articles
of Incorporation of
Congregation Beth El of Central Florida

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorize to administer oaths and take acknowledgments, personally appeared FRED FRISHMAN, who is known to me to be the person described in and who executed the foregoing, who acknowledged before me that he executed the same, and an oath was not taken. Said person is personally known to me (/), or produced _____ as identification ().

Witness my hand and official seal in the Count and State last aforesaid this 17 day
of MARCH, 1996.



J. D. Abramson
Notary Public

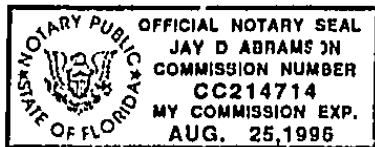
Print Name JAY D. ABRAMSON

My Commission Expires: AUG 25, 1996

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorize to administer oaths and take acknowledgments, personally appeared SANFORD WEINER, who is known to me to be the person described in and who executed the foregoing, who acknowledged before me that he executed the same, and an oath was not taken. Said person is personally known to me (/), or produced _____ as identification ().

Witness my hand and official seal in the Count and State last aforesaid this 17 day
of MARCH, 1996.



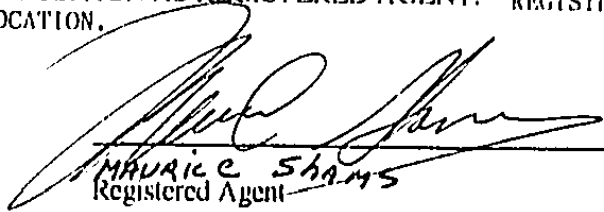
J. D. Abramson
Notary Public

Print Name JAY D. ABRAMSON

My Commission Expires: AUG 25, 1996

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT. REGISTERED OFFICE IS THE SAME AS PRINCIPAL LOCATION.


MAURICE SHAMS
Registered Agent

FILED
96 APR -2 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA