

N96000002136

DUBOSAR & DAVIDSON  
PROFESSIONAL ASSOCIATION

2286 GLADES ROAD

SUITE 300 EAST

BOCA RATON, FLORIDA 33431

HOWARD D. DUBOSAR  
HOLLY DAVIDSON SCHUTTLEN  
L. RACHEL DOLNICK  
BETH A. HONOWITZ

Of Counsel:

LAWRENCE B. JURAN, P.A.  
MICHAEL W. BIRON, P.A.

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 15 PM 12:56  
TELEPHONE: (407) 884-0070  
FACSIMILE: (407) 884-8898

April 15, 1996

VIA FEDERAL EXPRESS:

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

600001782476  
-04/16/96--01101--013  
\*\*\*\*131.25 \*\*\*\*131.25

Re: National Rabbinic Network, Inc.  
Articles of Incorporation

Dear Sir or Madame:

Enclosed herewith for filing/recording is an original and one copy of the Articles of Incorporation for National Rabbinic Network, Inc., a Florida not for profit corporation. Also enclosed is our check made payable to the Secretary of State in the amount of \$131.25, which a representative of your office advised me pays for a package of (1) basic fee for processing; (2) return of a certificate of status; and (3) return of a certified copy of the Articles of Incorporation.

Thank you for your prompt processing of these Articles.

Sincerely,

*Nanette L. Stoklosa*

Nanette L. Stoklosa,  
Secretary to Howard D. DuBosar

HDD/nls

Enclosures

g:\wpdocs\riemersec.let

4/19/96

ARTICLES OF INCORPORATION  
OF  
NATIONAL RABBINIC NETWORK, INC.  
a Florida Corporation not for profit

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 16 PM 12:56

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "NATIONAL RABBINIC NETWORK, INC.," hereinafter referred to as the "CORPORATION."

ARTICLE II - ADDRESS

The principal office of the CORPORATION shall be 18212 Clearbrook Circle, Boca Raton, Florida 33498. The mailing address of the CORPORATION shall be 18212 Clearbrook Circle, Boca Raton, Florida 33498.

ARTICLE III - PURPOSE

The purposes for which the CORPORATION is organized are exclusively as follows:

1. To operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes, in order to provide for the needs of the Jewish Community in South Florida, and other charitable purposes as set out in Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued thereunder as they may hereafter exist or hereafter are amended.

ARTICLE IV - SCOPE OF ACTIVITY

Except as otherwise provided herein, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation 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 a 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 1986 and the Regulations thereunder, as the same now exist or as they may be hereinafter amended, or corresponding provisions of any future federal tax laws.

## ARTICLE V - RESTRICTIONS ON ACTIVITY

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in § 4943(c) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes, so as to subject it to tax under § 4944 of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in § 4945(d) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

6. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described under § 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, which is exempt from taxation under § 501(a) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal

tax laws, or by an organization described under § 170(c)(2) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, to which contributions are deductible under § 170(a) of the Internal Revenue Code of 1986 and Regulations thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE VI - MEMBERS

1. The CORPORATION shall have one class of members.
2. Each member must be a natural person who is eighteen years of age or older.
3. The BYLAWS may establish additional qualifications for members.
4. The initial member shall be RABBI JACK RIEMER.
5. The CORPORATION shall issue one certificate of membership to each member.
6. Each member shall be entitled to one vote.
7. The BYLAWS shall provide for an annual meeting of the members of the CORPORATION and shall make provision for special meetings.

#### ARTICLE VII - TERM OF EXISTENCE

The CORPORATION shall have perpetual existence.

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is: RABBI Jack Riemer, 18212 Clearbrook Circle, Boca Raton, Florida 33498.

#### ARTICLE IX - DIRECTORS

1. The property, business, and affairs of the CORPORATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the CORPORATION.

2. All of the duties and powers of the CORPORATION existing under these ARTICLES and the BYLAWS shall be exercised exclusively

by the BOARD, its agents, contractors or employees, subject to approval by the members.

3. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

RABBI JACK RIEMER	18212 Clearbrook Circle Boca Raton, Florida 33498
RABBI MERLE SINGER	333 S.W. 4th Avenue Boca Raton, Florida 33432
RABBI DAVID STEINHARDT	6261 S.W. 18th Street Boca Raton, Florida 33433

4. The chairperson of the Board shall initially be RABBI JACK RIEMER.

#### ARTICLE X - OFFICERS

The officers of the CORPORATION shall be a president, vice president, secretary, treasurer, and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

President/Secretary . . . . . RABBI JACK RIEMER

#### ARTICLE XI - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the Directors or members in the manner provided by the BYLAWS.

#### ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation of this corporation is vested in the members. Such action must be taken pursuant to a resolution approved by a majority vote of the members.

#### ARTICLE XIII - DISSOLUTION

In the event of dissolution or final liquidation of the CORPORATION, the net assets, both real and personal, of the CORPORATION shall be distributed by the Board of Directors to one or more organizations described in section 170(b)(1)(A) (other than

in clauses (vii) and (viii)) of the Internal Revenue Code, each of which has been in existence and so described for a continuous period of at least sixty (60) months immediately preceding such distribution. Such an organization or organizations shall be devoted to purposes as nearly as practicable the same as those to which the CORPORATION is devoted. 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 described in the preceding sentence, as said court shall determine.

ARTICLE XIV - INITIAL REGISTERED OFFICE  
ADDRESS AND NAME OF REGISTERED AGENT

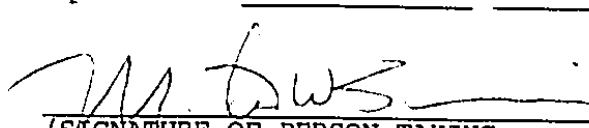
The initial registered office of the CORPORATION shall be at 18212 Clearbrook Circle, Boca Raton, Florida 33498. The initial registered agent of the CORPORATION who shall be at that address is RABBI JACK RIEMER.

WHEREFORE, pursuant to section 617.01211, Florida Statutes, the undersigned has executed these ARTICLES on this 8<sup>th</sup> day of April, 1996.

  
RABBI JACK RIEMER, Incorporator

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH )

8<sup>th</sup> The foregoing instrument was acknowledged before me this day of April, 1996, by RABBI JACK RIEMER, who is personally known to me. [or has produced \_\_\_\_\_ as identification].

  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)



MICHAEL W. SIMON  
MY COMMISSION # CC466383 EXPIRES  
July 18, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

\_\_\_\_\_  
(Name of acknowledged, typed, printed or  
stamped)

\_\_\_\_\_  
(Title or rank (serial number, if any))

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

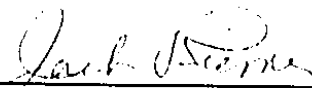
---

Pursuant to Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act.

FIRST -- That NATIONAL RABBINIC NETWORK, INC. desiring to  
organize a not for profit corporation under the laws of the State  
of Florida with its principal office, as indicated in the Articles  
of Incorporation, at City of Boca Raton, County of Palm Beach,  
State of Florida, has named JACK RIEMER as Registered Agent, who  
may be served at the registered office located at 18212 Clearbrook  
Circle, City of Boca Raton, County of Palm Beach, State of Florida,  
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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  
provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JACK RIEMER

patty\artofinc.nrm

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 16 PM 12:56