

Shelley B. Maurice, P.A.

SHELLEY B. MAURICE, ESQ.
MEMBER OF THE FLORIDA BAR AND
UNITED STATES DISTRICT COURT BAR

THE VILLAGE SQUARE
11076 SOUTH MILITARY TRAIL
BOYNTON BEACH, FLORIDA 33436

November 10, 1997

VIA FEDERAL EXPRESS
Airbill Tracking No. 801424576921

Office of Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

Re: Havurah Shalom, Inc.
Articles of Incorporation
A Florida Nonprofit Corporation
Our File No. 197-249

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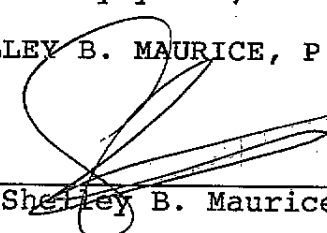
Dear Sir or Madame:

Enclosed are Articles of Incorporation, in duplicate, for the above designated corporate entity (Florida, nonprofit), with Designation of Registered Agent and Office, and Acceptance of Registered Agent incorporated in the Articles, titled: Article XII. Registered Agent and Office. My check payable to the Florida Department of State, Corporations Division, in the sum of \$70.00, representing \$35.00 filing fee and \$35.00 Registered Agent designation, is also enclosed.

Your prompt attention in providing this office with the charter document and conformed copy of the Articles showing filing information will be greatly appreciated. A return Federal Express envelope is enclosed for your convenience in returning the charter information by return delivery.

Very truly yours,

SHELLEY B. MAURICE, P.A.

By: 
Shelley B. Maurice, Esq.

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Enclosures

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AUTHORIZATION BY PHONE TO
CORRECT RA accept & per office
DATE 11/14
REC EXAM *St*
11/14

ARTICLES OF INCORPORATION
of
FLORIDA NONPROFIT CORPORATION

ARTICLE I. Corporate Name: The name of this corporation is HAVURAH SHALOM, INC.

ARTICLE II. Corporate Nature: This is a nonprofit corporation, organized solely for general religious purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III. Duration: The term of existence of the corporation is perpetual.

ARTICLE IV. General and Specific Purposes: The specific and primary purposes for which this corporation is formed are:

(a) for the advancement of religion and any other related or corresponding charitable purposes by the distribution of its funds for such purposes;

(b) for maintaining and conducting religious services for a Jewish community, ministering to the religious needs and welfare of the congregant members of the religious entity, and

(c) to operate exclusively in any other manner for such religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V. Management of Corporate Affairs:

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three, initially; provided, however, that such number may be changed by a bylaw duly adopted by the members, but shall not be less than three.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the

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DIVISION OF CORPORATIONS
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annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held each year at the times and/or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
SIDNEY KARSH	10980-B Roebelini Palm Court Boynton Beach, FL 33437
RABBI SAMUEL BLACKER	1420 N.W. 28th Ave. Delray Beach, FL 33445
EDWARD PHILLIPS	8410 Leeway Lane Boynton Beach, FL 33436

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: SIDNEY KARSH	10980-B Roebelini Palm Court Boynton Beach, FL 33437
Treasurer: SIDNEY KARSH	10980-B Roebelini Palm Court Boynton Beach, FL 33437

Secretary: RABBI SAMUEL BLACKER 1420 N.W. 28th Ave.
Delray Beach, FL 33445

ARTICLE VI. Earnings and Activities of Corporation:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers 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 the purposes set forth in Article IV hereof.

(b) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII. Distribution of Assets: Upon 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 section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for

such purposes.

ARTICLE VIII. Membership:

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the directors may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an approved application by the membership committee for approval and acceptance by the Board of Directors.

ARTICLE IX. Subscribers: The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
SIDNEY KARSH	10980-B Roebelini Palm Court Boynton Beach, FL 33437
RABBI SAMUEL BLACKER	1420 N.W. 28th Ave. Delray Beach, FL 33445
EDWARD PHILLIPS	8410 Leeway Lane Boynton Beach, FL 33436

ARTICLE X. Amendment of Bylaws: Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI. Dedication of Assets: The property of this corporation is irrevocably dedicated to religious 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.

ARTICLE XII. Registered Agent and Office: The address of the corporation's registered office shall be 10980-B Roebelini Palm Court, Boynton Beach, FL 33437, and the name of its registered agent at said address shall be SIDNEY KARSH. The principal office address shall be the same as the registered office address.

ARTICLE XIII. Amendment of Articles: Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 15 day of September, 1997.

Sidney Karsh
Sidney Karsh, Subscriber

Rabbi Samuel Blacker
Rabbi Samuel Blacker, Subscriber

Edward Phillips
EDWARD Phillips, Subscriber

I hereby accept designation as registered agent.

Sidney Karsh
Sidney Karsh, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of September, 1997, by SIDNEY KARSH, RABBI SAMUEL BLACKER and EDWARD PHILLIPS, as subscribers, and by SIDNEY KARSH, as Registered Agent, who are personally known to me or who have produced driver license as identification and who did/did not take an oath.

Shelley B. Maurice
Notary Public

Shelley B. Maurice
(Name typed, printed or stamped)

My commission expires:



Shelley B. Maurice
MY COMMISSION # CC584104 EXPIRES
July 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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DIVISION OF CORPORATIONS
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