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December 15, 1997

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Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of BETH HILLEL MESSIANIC
FELLOWSHIP OF SOUTH FLORIDA, INC.

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of
Incorporation of BETH HILLEL MESSIANIC FELLOWSHIP OF SOUTH FLORIDA,
INC. and a trust account check for \$70.00 for the cost of filing.

Please review the Articles and if they meet with your approval,
file the same and return a copy to my office, conformed as of the
date of filing.

If you have any questions, please do not hesitate to contact me.
I am,

Sincerely yours,

Thomas J. Winters

TJW:day
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B/B
12/26/97

ARTICLES OF INCORPORATION
OF

BETH HILLEL MESSIANIC FELLOWSHIP OF SOUTH FLORIDA,

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, residents and citizens of the United States of America, of full age of majority, have for the purpose of forming a nonprofit religious corporation pursuant to the laws of the State of FLORIDA, for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be BETH HILLEL MESSIANIC FELLOWSHIP OF SOUTH FLORIDA, INC., and its duration is to be perpetual.

ARTICLE II

The name and address of the Registered Agent of the corporation in the State of Florida is David L. Barsky, 4547 NW 51st Street, City of Coconut Creek, County of Broward, State of Florida, 33073. His signature, infra at page ten, indicates his acceptance of this designation. The address of the corporations Registered and Principal Office in the State of Florida is 4547 NW 51st Street, City of Coconut Creek, County of Broward, State of Florida, 33073.

ARTICLE III

The general nature, objectives and purposes of this Corporation are to establish a Messianic Fellowship whose primary purpose is to proclaim to the Jewish Community first, then to all

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TALLAHASSEE, FLORIDA

who will listen, that Yeshua (Jesus) is the Hebrew Messiah foretold in the Hebrew Scriptures; to provide an atmosphere conducive to a Jewish expression of New Covenant faith, where Jewish evangelism is emphasized; to conduct weekly, holiday and special religious services and or bible studies and to provide such other religious ministry as is necessary and appropriate; to discipline and train people in the faith; to teach and uphold Biblical traditions of Judaism; to encourage greater sensitivity on the part of Christians in their communication with Jewish people; to motivate Christians to discover the richness of the Jewish roots of their faith; to promote among Christians a better understanding of the Jewish people and of the history and evils of anti-semitism.

This nonprofit corporation is organized and operated exclusively for the religious purposes of a church within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America:

(a) To operate under the name as set forth in

ARTICLE I above;

(b) To employ qualified counsel and other necessary personnel to carry out the purposes of

this corporation;

(c) To adopt and use a corporate seal;

(d) To earnestly seek and promote the unity of the body of Yeshua in a Scriptural manner of Godly love, respect and faithful voluntary cooperation with liberty. To that end it may associate and cooperate freely with other like minded churches and synagogues as a free and independent fellowship body in accord with its own conscience and the wisdom of God, as the corporation perceives it to be, but in every case and in every act and in pursuance of or adoption of any policy or method or in practice or association does and shall do so as a free religious organization, always retaining its perpetual sovereignty and independence, and in no case whatsoever as an act of subjection nor precedent or amenability nor as an active or passive or implied affiliation nor in any way as relinquishing its perpetual legal independence and sovereignty as a religious organization.

(e) To receive tithes, offerings and property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will.

(f) To take, purchase or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve,

develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

(h) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description

without limit as to the amount thereof and wheresoever the same may be situated.

(i) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

(j) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees; or any thereof for any good reason and appoint others to fill their places;

(k) To adopt Bylaws regulating and providing for:

(1) A definite and distinct ecclesiastical government;

(2) A formal code of doctrine and discipline;

(3) A congregational membership;

(4) An organization of ordained ministers ministering to the congregation;

- (5) A system of ordaining Ministers and Rabbi's after completing prescribed courses of study;
- (6) A literature of the fellowship;
- (7) Regular religious services;
- (8) Religious Schools and seminars for the instruction of young and old;
- (9) Schools for the preparation of its Ministers and Rabbi's;
- (10) Schools for education of children;
- (l) To minister sacerdotal functions;
- (m) To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes;
- (n) To use any and all media, including but not limited to print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;
- (o) To provide a local place for fellowship for those of like faith, where the Father God, Jesus, the Son of God, and the Holy Spirit, may be honored according to our full gospel testimony;
- (p) To assume our share of the responsibility and the privilege of propagating the Gospel of Yeshua (Jesus) ;
- (q) To do any lawful act or activity for which non-profit corporations may be organized under the laws of this state and within the meaning of Section

501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

(r) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

(s) The several clauses contained in this ARTICLE III shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall NOT engage in any political activity proscribed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI

The private property of the trustees and members of the congregation shall be non-assessable and shall not be subject to payment of any corporate debts, nor shall the trustees or members of the congregation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

ARTICLE VII

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(D) Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which 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.

ARTICLE VIII

These Articles may be amended at any regular meeting of the Board of Trustees, or at a special meeting called

for that purpose, by a two-thirds (2/3) majority.

ARTICLE IX

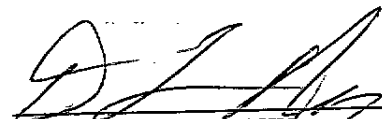
The undersigned incorporators/directors shall act as the initial Board of Trustees until their successors shall have been duly qualified and elected. The Board shall not be less than three (3). The Trustees shall be elected yearly at the annual business meeting by the voting members.

DATED This 5 day of December, 1997.

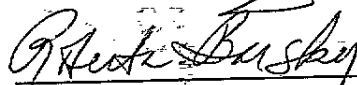
INCORPORATORS/DIRECTORS

NAME

ADDRESS


DAVID L. BARSKY

4547 NW 51st Street
Coconut Creek, FL 33073

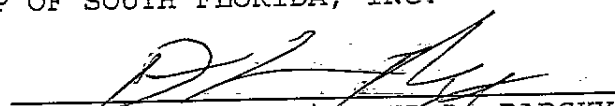

ROBERTA BARSKY

4547 NW 51st Street
Coconut Creek, FL 33073


ELEANOR FOGELMAN

2801 NE 183rd Street #1811
Aventura, FL 33160

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of BETH HILLEL MESSIANIC FELLOWSHIP OF SOUTH FLORIDA, INC.


Registered Agent \ DAVID L. BARSKY

STATE OF FLORIDA)

: SS.

County of Broward)

On the date as first set above before me, the undersigned, a Notary Public in and for the said State, personally appeared David L. Barsky, Roberta Barsky, and Eleanor Fogelman, known to me to be the persons whose names are subscribed to the within instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have herewith set my hand and affixed my official seal the day and year in this certificate first above written. 11-11

Notary Public for FLORIDA
Residing at _____
My Commission Expires _____



David Katzenstein
MY COMMISSION # CC621142 EXPIRES
April 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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SECURITY OF STATE
TALLAHASSEE, FLORIDA