

N9700000 7180

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002379150--2
-12/22/97--01070--010
*****35.00 *****35.00

600002379156--3
-12/22/97--01070--011
*****35.00 *****35.00

SUBJECT: CHESED AVRAHAM INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for \$ 35 .

FROM: ABRAHAM BETESH

Name (Printed or typed)

945 NE 171 STREET

Address

NORTH MIAMI BEACH, FLORIDA 33162

City, State & Zip

305-652-1293

Telephone number

Sara Betesh GAVE

AUTHORIZATION BY PHONE TO

Not a English Translation
CORRECT

DATE 12-29-97

DOC. EXAM. CB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 22 PM 3:50

FILED

CB
12-29-97

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION for

CHESED AVRAHAM INC.

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be:

CHESED AVRAHAM INC.

ARTICLE II - Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

945 NE 171 STREET

NORTH MIAMI BEACH, FLORIDA 33162

ARTICLE III - Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

As a non-profit Corporation the organization will produce instructional tapes on religious education and other Jewish topics. The organization will offer seminars to synagogues or any Jewish institution or group.

ARTICLE IV - Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The incorporator has selected the

First Board of Directors

ARTICLE V - Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

SEE ATTACHED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Initial registered agent and street address

The name and the street address of the initial registered agent is:

ABRAHAM BETESH
945 NE 171 STREET
NORTH MIAMI BEACH, FLORIDA 33162

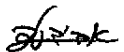
ARTICLE VII - Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

ABRAHAM BETESH
945 NE 171 STREET
NORTH MIAMI BEACH, FLORIDA 33162

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 12 day of December, 1997.

Signature(s) of Incorporator(s)



ABRAHAM BETESH
Typed name of incorporator signing

Typed name of incorporator signing

Typed name of incorporator signing

CHESED AVRAHAM INC.

ARTICLE V

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: CHESED AVRAHAM INC.

2. The name and address of the registered agent and office is:

ABRAHAM BETESH

(Name)

945 NE 171 STREET

(P.O. Box **NOI** acceptable)

NORTH MIAMI BEACH, FLORIDA 33162

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

SIGNATURE 

DATE December 12, 1997

REGISTERED AGENT FILING FEE: \$35.00