

Document Number Only

N98000001127

CT Corporation System

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660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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The Palm Beach Synagogue, Inc.

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| <input checked="" type="checkbox"/> NonProfit <i>Articles</i> | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | | <input type="checkbox"/> UCC Filing |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE PALM BEACH SYNAGOGUE, INC.

Under Chapter 617.0202
of the
Florida Not For Profit Corporation Act

ARTICLE INAME

The name of the Corporation is The Palm Beach
Synagogue, Inc.

ARTICLE IIPRINCIPAL OFFICE

The street address and mailing address of the initial
principal office of the Corporation in the State of Florida is
325B Royal Poinciana Plaza, Palm Beach, Florida 33480.

ARTICLE IIIPURPOSES

(a) The specific purposes for which the Corporation is
formed are as follows:

(i) To receive and maintain a fund or funds of cash and real and/or personal property and apply the whole or any part of the income and/or principal thereof exclusively for religious and/or charitable purposes by such agencies and means as may from time to time be deemed appropriate therefor in pursuant of such purposes;

(ii) To promote Orthodox Judaism in all relations of life by means of public and private worship, by religious education, and through social welfare activities and such means as shall serve to convey the teachings of Judaism;

(iii) To conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment and attainment of the foregoing purposes; and

(iv) To exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, literary or education, as specified in

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall only carry on activities permitted to be carried on or by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

(c) The Corporation shall be empowered to solicit funds from the public.

(d) The Corporation is not formed for pecuniary profit or financial gain and no part of its assets, income or profit shall be distributed to or shall inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its permitted purposes. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer or director of the Corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

(e) No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, except to the extent authorized by Section 501(h) of the Code, or the

corresponding provisions of any subsequent federal tax laws, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision. The Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, including by publishing or distributing statements.

ARTICLE IV

SUBORDINATE AUTHORITY

The Corporation shall be subordinate to and subject to the authority of Westhampton Synagogue, Inc., a not-for-profit corporation organized under the laws of the State of New York (including any successor entity, "WSI"). The Corporation shall take or refrain from taking such actions as WSI may, from time to time, direct in accordance with WSI's by-laws and certificate of incorporation, including any amendments thereto or restatements thereof; provided, however, the Corporation shall not take or refrain from taking any actions where the taking of or failure to take such actions, as the case may be, would be in violation of these Articles of Incorporation, the by-laws of the Corporation, or any federal, state or local laws applicable to the Corporation.

ARTICLE VMANNER OF ELECTION OF DIRECTORS

The directors of the Corporation shall be elected in the manner set forth in the by-laws of the Corporation, as may be amended from time to time as provided therein.

ARTICLE VIINITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address in the State of Florida of the initial registered agent of the Corporation are: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, Attention: Connie Bryan.

[last page follows immediately]

ARTICLE VIINAME AND ADDRESS OF SOLE INCORPORATOR

The name and street address of the sole incorporator of the Corporation is:


Hope Byer
CT Corporation System
660 East Jefferson Street
Tallahassee, Florida 32301

The undersigned Sole Incorporator has executed these Articles of Incorporation on this 25th day of February, 1998.


Hope Byer,
Sole Incorporator

Dated: February 25, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Article of Incorporation, I, Connie Bryan, 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 of said corporation.


Connie Bryan,
Registered Agent

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Dated: February 25, 1998

FILED
98 FEB 25 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA