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ROSE, SUNDSTROM & BENTLEY, LLP

2548 BLAIRSTONE PINES DRIVE
TALLAHASSEE, FLORIDA 32301

(850) 877-6555

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS
POST OFFICE BOX 1567
TALLAHASSEE, FLORIDA 32302-1567

TELECOPIER (850) 656-4029

CHRIS H. BENTLEY, P.A.
F. MARSHALL DETERDING
MARTIN S. FRIEDMAN, P.A.
JOHN R. JENKINS, P.A.
STEVEN T. MINDLIN, P.A.
DAREN L. SHIPPY
WILLIAM E. SUNDSTROM, P.A.
DIANE D. TREMOR, P.A.
JOHN L. WHARTON

July 22, 1998

VIA HAND DELIVERY

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

Re: Friends of Hillel, Inc.;
Articles of Incorporation
Our File No. 33059.01

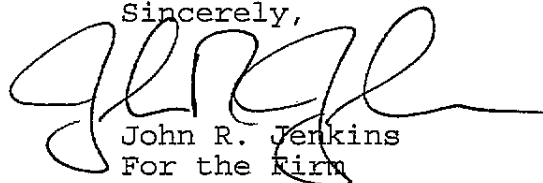
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*****70.00 *****70.00

Dear Sir/Madam:

Enclosed for filing please find the Articles of Incorporation of Friends of Hillel, Inc. which are being forwarded to you for filing. Also enclosed is this firm's check in the amount of \$70.00 as the appropriate filing fee.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,


John R. Jenkins
For the Firm

JRJ:sn

Enclosure

cc: Rabbi Ron Goff

P. Hall

JUL 23 1998

(7)

ARTICLES OF INCORPORATION
OF
FRIENDS OF HILLEL, INC.
a Not-for-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acknowledges and files these Articles of Incorporation in the Office of the Secretary of State of Florida for the purpose of forming a Not-for-Profit corporation under, and in accordance with, the laws of the State of Florida, and in consideration of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and the Revenue Rulings formulated thereunder.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be FRIENDS OF HILLEL, INC. ("Corporation").

ARTICLE II

ADDRESS

The Corporation's initial street address is 843 West Pensacola Street, Tallahassee, Florida 32304 and its mailing address shall be the same.

ARTICLE III

PURPOSES

The Corporation is organized for the purpose of engaging in activities that are public in nature. Specifically, the Corporation is organized for the following purposes:

(a) to raise and collect funds for the improvement of the Hillel Foundation at Florida State University;

(b) to encourage the stability and growth of the Hillel Foundation at Florida State University;

(c) to increase the support for Hillel Foundation at Florida State University in the general community.

The purposes of the Corporation shall be conducted in a manner consistent with Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 170(c)(2) of the Internal Revenue Code of 1986 as to contributions that are deductible, or any other corresponding provision of any future United States revenue law.

The Corporation is authorized to accept, hold, administer, invest, and disburse funds consistent with the purposes set forth above. All of the assets and earnings of the Corporation shall be used consistent with the purposes set forth above, including the payment of expenses incidental thereto. No part of the Corporation's income shall inure to the benefit of any private individual; however, the Corporation may pay reasonable compensation for services rendered to it, and may make payments and distributions in accordance with the Corporation's purposes set forth above. A substantial part of the Corporation's activities, and activities of any organization to which the Corporation may contribute, may not be for carrying on propaganda, or otherwise attempting to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, or any other activity that would disqualify the Corporation from tax exemption under Section 501 of the Internal Revenue Code of 1986, as amended, or such other successor provision or law.

ARTICLE IV

REGISTERED AGENT

The initial registered agent of the Corporation shall be Steven T. Mindlin, whose office is located at 2548 Blairstone Pines Drive, Tallahassee, Florida, 32301.

ARTICLE V

DIRECTORS

The Board of Directors shall consist of the number of directors as stated in the Bylaws; however, in no event, may the Board of Directors consist of less than three persons. The Board of Directors shall be elected or appointed as set forth in the By-Laws. The number of Directors may be changed by amendment of the Bylaws of the Corporation. Only members of the Board shall have voting rights. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Marc Gertz	843 West Pensacola Street Tallahassee, Florida 32304
Merwin Rosenberg	843 West Pensacola Street Tallahassee, Florida 32304
Jon Freiden	843 West Pensacola Street Tallahassee, Florida 32304
Nat Stern	843 West Pensacola Street Tallahassee, Florida 32304
Alvin Stauber	843 West Pensacola Street Tallahassee, Florida 32304
Todd Patterson	843 West Pensacola Street Tallahassee, Florida 32304
Melinda Butler	843 West Pensacola Street Tallahassee, Florida 32304
Avi Wygodski	843 West Pensacola Street Tallahassee, Florida 32304

Barry Sapolsky 843 West Pensacola Street
Tallahassee, Florida 32304

Ron Norvelle 843 West Pensacola Street
Tallahassee, Florida 32304

The Chairman of the Board, or his designee, shall be the Corporation's representative on the Unit Board of the Hillel Foundation at Florida State University.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of these Articles is:

John R. Jenkins, Esquire
2548 Blairstone Pines Drive
Tallahassee, Florida 32301

ARTICLE VII

MEMBERSHIP

The Corporation is in the nature of a "booster" organization. The non-voting membership of this Corporation shall consist of all persons who make financial contributions to the Corporation. A person shall become a nonvoting member of the Corporation by making such a financial contribution to the Corporation. Membership contributions shall be made in accordance with the By-laws.

ARTICLE VIII

DURATION

The Corporation shall have perpetual existence.

ARTICLE IX

BY-LAWS AND AMENDMENTS

The By-Laws of the Corporation shall be adopted, and may be amended by, the Board of Directors. These Articles of Incorpora-

tion may be amended by a majority vote of the Board of Directors at a meeting at which a quorum is present.

ARTICLE X


LIABILITY

Neither the incorporator, directors, nor officers shall be liable for any debts of the Corporation or any claims, torts, or responsibilities of any kind claimed against the Corporation.

ARTICLE XI

DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts of the Corporation, dispose of all of the assets of the Corporation by distribution to the Hillel Foundation at Florida State University, if the Hillel Foundation at Florida State University qualifies at that time as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or future corresponding provision). If the Hillel Foundation at Florida State University does not so qualify, then the Board of Directors shall distribute the assets to some other exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, which has as its purpose the support of Hillel at Florida State University, or a like organization.

 (L.S.)
John R. Jenkins
Incorporator

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


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FRIENDS OF HILLEL, INC., a not-for-profit corporation, desiring to organize under the laws of the State of Florida with its intended principal office, as indicated in the Articles of Incorporation at Tallahassee, County of Leon, State of Florida, has named Steven T. Mindlin, who is located at 2548 Blainstone Pines Drive, City of Tallahassee, County of Leon, 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 the place designated in this Certificate, I hereby agree to act in this capacity, agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

By:


Steven T. Mindlin
Registered Agent

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