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JOSHUA D. MANASTER

BOARD CERTIFIED REAL ESTATE LAWYER

November 12, 1999

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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: American Friends of Kollel Zichron Asher, Inc.

To whom it may concern:

Enclosed please find Articles of Incorporation for the above captioned.

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

Very truly yours,

JOSHUA D. MANASTER

JDM:aa  
Enclosure

FILED  
1999 NOV 15 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell NOV 18 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

**AMERICAN FRIENDS OF KOLLEL ZICHRON ASHER, INC.**

1. **Name.** The name of this corporation is **AMERICAN FRIENDS OF KOLLEL ZICHRON ASHER, INC.**
2. **Duration.** The period of its duration is in perpetuity.
3. **Statement of Corporate Nature.** This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Not for Profit Corporation Act.
4. **Purpose.** The purpose of this corporation is to engage in religious and charitable purposes, as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax exempt organizations under that code. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in § 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereinafter amended

from time to time.

5. **Dedication of Assets.** The property of the corporation is irrevocably dedicated to charitable 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.

Upon the 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 § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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.

6. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Joshua D. Manaster, Esquire 1428 Brickell Avenue, Miami, Florida 33131.

7. **Principal Office.** The principal office and mailing address of this corporation is 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131.

8. **Initial Board of Directors.** This corporation shall have nine directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than three. Directors are to be elected in a manner set forth in the Bylaws.

The names and addresses of the initial directors of this corporation are:

Rabbi Yehuda Sova, 777 41st Street, Miami Beach, Florida 33140

Uri Wolfson, Rechov Nochum Chaftzde, #5, Jerusalem, Israel

Ephraim Schlisser, Rechov Nochum Chaftzde, #5, Jerusalem, Israel

9. **Incorporators.** The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation is:

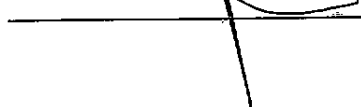
Joshua D. Manaster, Esquire, 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131.

10. **Amendments of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

11. **Non-resident Directors.** Directors need not be residents of this state.

12. **Amendment of Articles of Incorporation.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors by a sixty-six (66) percent vote.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 14 day of November, 1999.



INCORPORATOR

I hereby am familiar with and accept the duties and responsibilities as registered agent for this corporation.

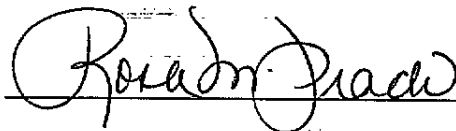
  
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

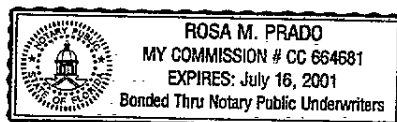
BEFORE ME, the undersigned authority, personally appeared JOSHUA D. MANASTER, to me known to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ of November, 1999.



Notary Public, State of Florida

My commission expires:



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1999 NOV 15 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA