

N 9900000 7215

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Will, Estates and Estate Planning
Corporation and Business Law

Admitted in Florida and Pennsylvania

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December 3, 1999

Secretary of State
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

200003062632-7-2
-12/07/99-01026-018
*****78.75*****78.75

RE: TEMPLE SOLEI ENDOWMENT FUND, INC.
(Florida Not For Profit Corporation)

To Whom It May Concern:

Enclosed herewith is one original and one copy of the Articles of Incorporation for the above-referenced corporation.

Our check, payable to the Secretary of State, in the amount of \$78.75 is enclosed as payment of the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	8.75
Registered Agent Designation	<u>35.00</u>
	\$ 78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation.

Very truly yours,


STEVEN B. DOLCHIN

SBD:cyr

Enclosures

C:\TempleSolei.Ltr Sec.State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/18/8

ARTICLES OF INCORPORATION

OF

TEMPLE SOLEL ENDOWMENT FUND, INC.
(Florida not for profit corporation)

THE UNDERSIGNED as the Incorporator of TEMPLE SOLEL ENDOWMENT FUND, INC., pursuant to the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the not for profit corporation shall be:

TEMPLE SOLEL ENDOWMENT FUND, INC.

(hereinafter referred to as the "Corporation".)

ARTICLE II
TERM

This Corporation shall have perpetual existence in accordance with the laws of the State of Florida.

ARTICLE III
INCORPORATOR

The name and address of the Incorporator is Steven B. Dolchin, Esq., located at Emerald Village Professional Plaza, 3864 Sheridan Street, Hollywood, Florida 33021.

ARTICLE IV
PURPOSE

A. Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes within the meaning of 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Included within such purposes is the making of distributions to organizations that qualify as an exempt organization under 501(c)(3) of the Code.

B. The charitable, educational and religious purpose for which the Corporation is organized and operated exclusively is subject to the following limitations and restrictions:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1) To conduct or support activities exclusively for the benefit of, to perform the functions of, or to carry out the purposes of a Qualified Organization. Temple Solel, Inc. (referred to as the "Temple") or its successor is hereby specified as the Qualified Organization. An organization is a "Qualified Organization" if it is described in 501(c)(3) and 509(a)(1) or (a)(2) of the Code. If the Temple ceases to be a Qualified Organization, the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the successor or such other Qualified Organization(s) which are organized and operated for purposes similar to those of the Temple as determined by the Board of directors of the Corporation. If the Temple or its successor does cease to be a Qualified Organization, the Corporation shall be operated exclusively for the benefit of, to perform the functions of or to carry out the purposes of a qualified Jewish organization described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code.

(2) To make distributions exclusively for the benefit of or to carry out the charitable, educational and religious purposes of the Qualified Organization in such amounts and proportions as determined by the Board of Directors of the Corporation. Said distributions shall be made so long as the Qualified Organization and all distributee organizations are organized, and at all times operated as organizations described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code.

(3) To receive from any other person, firm, organization or corporation by gift, bequest or otherwise property which is dedicated to the support or benefit of the Qualified Organization or for activities or programs which support or benefit the Qualified Organization. To own, manage, hold, invest and reinvest all such property. To use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best for the support or benefit of the Qualified Organization. To observe and faithfully carry out the expenditure or other use of the principal and income from such property subject to the terms of every lawful restriction, condition or other limitation applicable to the use of such property.

C. It is intended that the Corporation have the status of a corporation exempt from Federal income taxation under 501(a) of the Code, as an organization described in 501(c)(3) of the Code, which is other than a private foundation by reason of being described in 509(c)(3) of the Code. These articles of incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or attempting to influence legislation. 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.

ARTICLE V
ACTIVITIES NOT PERMITTED

Notwithstanding any other provisions contained in the articles of incorporation, the Corporation will not carry on any activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under 501(c)(3) of the Code or any corresponding provision of any future United States Internal Revenue Law or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI
DEDICATION AND DISTRIBUTION OF PROPERTY

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, officers, directors or other private individuals. However, the Corporation shall be authorized and empowered to reimburse properly substantiated out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV herein.

B. The property of the Corporation shall be permanently and exclusively dedicated to charitable, educational or religious purposes within the meaning of 501(c)(3) of the Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the property of the Corporation to the Temple. If the Temple, or its successor, is not then in existence or is not a Qualified Organization, the Corporation shall distribute its property pursuant to the directions of the last Board of Directors of the Corporation. The Board of Directors shall distribute the property to a qualified Jewish organization described in 501(c)(3) and 509(a)(1) or (a)(2) of the Code. If the Board of Directors fails to act or is unable to act, the Corporation's property shall be distributed to the Union of American Hebrew Congregations, a not-profit corporation existing under the laws of the State of Ohio, 835 Fifth Avenue, New York, New York 10021, if such organization is in existence at such time and qualifies as an exempt organization under 501(c)(3), or if such organization is not then in existence or does not qualify as an exempt organization under 501(c)(3) of the Code, to such Qualified Organization or organizations which are organized and operated exclusively for charitable, educational or religious purposes similar to the Temple and shall, at the time, qualify as an exempt organization or organizations under 501(c)(3) of the Code and is described in 509(a) of the Code. Any such property not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, such Court to be one which has competent jurisdiction over both the Corporation and the property to be disposed of, exclusively for Reform Jewish charitable, educational or religious purposes or to such organization or

organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be initially three (3). The method of election of the Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3). The names and addresses of the members of the Initial Board of Directors are as follows:

Mr. Steven B. Dolchin
3864 Sheridan Street
Hollywood, FL. 33021

Mr. Barry Wilen
4601 Sheridan Street
Suit 208
Hollywood, FL. 33021

Mr. Alan Friedel
1329 Polk Street
Hollywood, FL. 33019

ARTICLE VIII INDEMNIFICATION

A. To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceedings by reason of the fact that he is or was an incorporator, director, officer, employee, or agent of the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceedings, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including reasonable attorneys' fees, incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

B. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE IX
MEMBERSHIP

Members of the Corporation shall consist of members of the Temple. The rights of the members shall be set forth in the Bylaws of the Corporation. The Board of Directors of the Corporation shall also consist of the members of the Temple. The method of electing the directors shall be set forth in the Bylaws of the Corporation.

ARTICLE X
BYLAWS

Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the directors may deem necessary and appropriate. Upon notice properly given, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular or special meeting called for that particular purpose, subject to any limitations provided for in the Florida Not For Profit Corporation Act.

ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to the articles of incorporation may be proposed by any Director of the Corporation. Such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

ARTICLE XII
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

Steven B. Dolchin, P.A.
Emerald Village Professional Plaza
3864 Sheridan Street
Hollywood, Florida 33021

ARTICLE XIII
PRINCIPAL OFFICE ADDRESS

The principal office of the Corporation shall be located at Temple Solel, Inc., 5100 Sheridan Street, Hollywood, Florida, 33021.

IN WITNESS WHEREOF, the Incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 3rd day of December, 1999, for the purpose of forming this Not for Profit Corporation under the laws of the State of Florida.

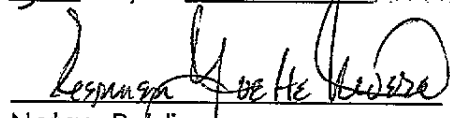

STEVEN B. DOLCHIN, Incorporated

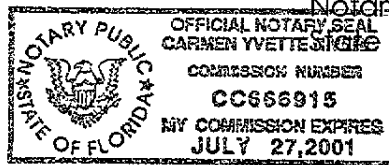
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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared STEVEN B. DOLCHIN, to me known and known by me to be the person who as Incorporator executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 2nd day of December, 1999.


Carmen Yvette King
Notary Public
of Florida at Large



My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as Registered Agent for TEMPLE SOLEL ENDOWMENT FUND, INC. in the foregoing Articles of Incorporation, I, on behalf of TEMPLE SOLEL ENDOWMENT FUND, INC. a Florida Not for Profit Corporation, hereby agrees to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

STEVEN B. DOLCHIN, P. A.
Florida Professional Service Corporation

By 
Steven B. Dolchin, President