

ARTICLES OF INCORPORATION

OF

HILLEL JEWISH STUDENT CENTER OF TAMPA, INC.

(A FLORIDA NONPROFIT CORPORATION)

I

The name of this corporation is UNIVERSITY OF SOUTH FLORIDA HILLEL, INC.

II

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

III

The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, charity, and education and for such other charitable purposes, by the distribution of its funds for such purposes, and particularly for co-curricular student programming.

The general purposes for which this corporation is formed are to operate exclusively for such religious, charitable and educational 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 which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements

or otherwise) in any political campaign on behalf of any candidate for public office.

IV

This corporation shall have a perpetual existence.

V

The corporation shall have a membership distinct from the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

VI

The names and residence addresses of the subscribers of this corporation are as follows: Marc Perkins, P.O. Box 1797, Lutz, FL 33549; Dr. Herman Weinberg, 7112 Regents Park Drive, Tampa, FL 33647; Mr. Jay Markowitz, 609 E. Davis Blvd., Tampa, FL 33606.

VII

The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Hillsborough.

The name and address of this corporation's Registered Agent is Jay Markowitz at (609 E. Davis Blvd., Tampa, FL 33606).

VIII

BOARD OF TRUSTEES. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be (not less than 3);

provided, however, that such number may be changed by a bylaw duly adopted by the members.

The trustees named herein as the first board of trustees shall hold office until the first meeting of members, to be held on Sept. 4th, 1985, at 7:00 o'clock p.m. at 5014 Patricia Ct., at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the 3rd annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 7:00 o'clock p.m. on the first (Wednesday) in (March,) etc.) of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation (and bylaws) of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows: Marc Perkins, P.O. Box 1797, Lutz, FL 33549; Dr. Herman Weinberg, 9112 Regents Park Drive, Tampa, FL 33647; Jay Markowitz, 609 E. Davis Blvd, Tampa, FL 33606.

CORPORATE OFFICERS. The board of trustees shall elect the following officers: president, vice president, treasurer and secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

(show name, residence address and corporate title)

IX

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

X

The property of this corporation is irrevocally 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.

XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and

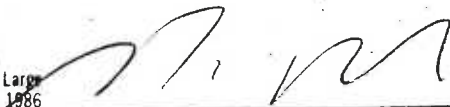
liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusive for (religious or charitable) purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

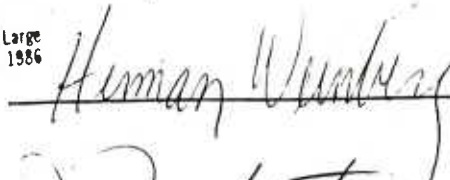
We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on June 28, 1985.

STEVEN J. KAPLAN
Notary Public State of Florida at Large
My Commission Expires May 10, 1986



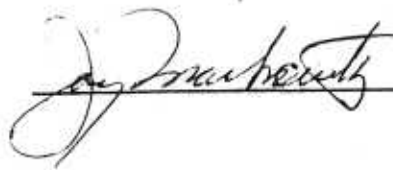
MARK PERKINS

STEVEN J. KAPLAN
Notary Public State of Florida at Large
My Commission Expires May 10, 1986



HERMAN WEIBERS

STEVEN J. KAPLAN
Notary Public State of Florida at Large
My Commission Expires May 10, 1986



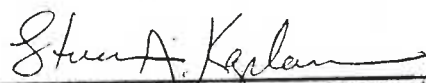
JAY MARKOWITZ

STATE OF FLORIDA,
COUNTY OF HILLSBOROUGH:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly

authorized in the State and County named above to take acknowledgments,
personally appeared ^{Eric} Perkins, ^{Herman} Weinberg and ^{Jay} Markowitz to be well known to be the
person(s) described as the subscribers in and who executed the foregoing
Articles of Incorporation and they acknowledged before me that they subscribed
to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above
this 28 day of June, 1985.



NOTARY PUBLIC, State of Florida

My commission expires: _____

STEVEN J. KAPLAN
Notary Public State of Florida at Large
—Commission Expires May 10, 1986

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:

First--That Hillel Jewish Student Center of Tampa, Inc., desiring to
organize under the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation, at City of Tampa, County of
Hillsborough, State of Florida, has named Jay Markowitz located at 409 E. Davis Blvd.,
City of Tampa 33604, County of Hillsborough, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision of said Act
relative to keeping said office open.

By: Jay Markowitz
Registered Agent