



AFFIDAVIT OF PUBLICATION for Corporation Commission

ARIZONA CAPITOL TIMES

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KEHILLAH OF ARIZONA

STATE OF ARIZONA)
County of Maricopa) ss

I, Matt Bunk as Managing Editor of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
03/14/2008, 03/21/2008, 03/28/2008

THE NAME OF THE CORPORATION: KEHILLAH OF ARIZONA

CORPORATE FILE NUMBER: 1433235-0 P.

TYPE OF DOCUMENT: ARTICLES OF INCORPORATION

AUTHORIZED
SIGNATURE: _____

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 14th day of March, 2008

NOTARY SIGNATURE: _____



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MAR 17 2008

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARTICLES OF INCORPORATION OF KEHILLAH OF ARIZONA
The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act (the "ANCA"), Arizona Revised Statutes Sections 10-0101 through 10-11708, hereby adopts the following articles of incorporation (the "Articles of Incorporation") for such corporation:

ARTICLE I NAME The name of the corporation is Kehillah of Arizona (the "Corporation").

ARTICLE II PURPOSE The Corporation is organized and shall be operated exclusively for religious purposes within the meaning of I.R.C. Section 501(c)(3). The Corporation may carry out its purposes directly or by making gifts, grants, or other payments to other qualified organizations. In these Articles of Incorporation, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III CHARACTER OF AFFAIRS The immediate character of the Corporation shall be that of a religious organization operating a synagogue, temple and/or religious community.

ARTICLE IV ACTIVITIES AND RESTRICTIONS Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation. Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements. Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, that are necessary to carrying out the exempt purposes of the Corporation. Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2). Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(a), and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944, or make any in-demnification that would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V MEMBERS The Corporation shall have no members.

ARTICLE VI BOARD OF DIRECTORS Section 1. The affairs of the Corporation shall be managed by its board of directors (the "Board of Directors"), which shall consist of such number of persons as shall be fixed by the Corporation's bylaws (the "Bylaws") from time to time, but in no event shall the number be less than the number of directors required by the ANCA, which at the time of execution of these Articles of Incorporation is one (1). The terms of office, qualifications, and method of election of the directors shall be as specified in the Bylaws. Section 2. The number of directors constituting the initial Board of Directors shall be seven. The names and addresses of the initial directors are: Rabbi Bonnie Shadman, c/o Roger N. Morris, Two North Central Avenue, Suite 300, Phoenix, AZ 85004-2301; Robert David Liebman, 11881 North 41st Street, Phoenix, AZ 85028; Sharon Cohen, 8901 East Faribault Drive, Paradise Valley, AZ

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85269: Cecile Regel, 7159 E. McDonald Drive, Scottsdale, AZ
85268: Sherry Regel, 1088 E. Northern Avenue, Phoenix, AZ
85020: Evelyn Simon, 8502 N. 48th Place, Phoenix, AZ 85018;
Daniel Simon, 8302 N. 48th Place, Phoenix, AZ 85018.

ARTICLE VII INCORPORATOR The name and address of the
Incorporator is: Rabbi Bonnie Sharfman, c/o Roger N. Morris,
Two North Central Avenue, Suite 300, Phoenix, AZ
85004-2291.

ARTICLE VIII AMENDMENT These Articles of Incorporation
may be amended by the directors of the Corporation by vote of
two-thirds, unless otherwise provided for in the Bylaws, of the
number of directors in office at the time that the amendment is
adopted, provided that no amendment shall substantially
change the original purposes of the Corporation.

ARTICLE IX DISSOLUTION In the event of 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, distribute all of the assets of the Corporation exclu-
sively to one or more organizations that is described in I.R.C.
Sections 170(c)(2), 801(c)(3), 2055(a)(2), and 2522(a)(2) and
that has purposes substantially similar to those of the Corpora-
tion (except that no private foundation as defined by I.R.C. Sec-
tion 605(a) shall be a recipient) or to one or more units or agen-
cies of federal, state or local government to be used exclusively
for public purposes, as the Board of Directors shall determine.
Any of such assets not so distributed shall be distributed to one
or more of such organizations as determined by the Superior
Court of the county in which the principal office of the Corpora-
tion is then located.

ARTICLE X STATUTORY AGENT The name and street ad-
dress of the statutory agent of the Corporation is: Lawdook,
Inc., One Renaissance Square, Suite 300, Two North Central
Avenue, Phoenix, Arizona 85004-2291.

ARTICLE XI DIRECTOR LIABILITY To the fullest extent permit-
ted by the ANCA as the same exist or may be hereafter
amended, no director of the Corporation shall be liable to the
Corporation for monetary damages for any action taken or any
failure to take any action as a director. No repeal, amendment,
or modification of this Article, whether direct or indirect, shall
eliminate or reduce its effect with respect to any act or failure to
act of a director of the Corporation occurring prior to such re-
peal, amendment, or modification.

ARTICLE XII INDEMNIFICATION To the fullest extent permitted
by the ANCA as the same exist or may be hereafter amended,
the Corporation shall indemnify and advance expenses to any
person who incurs expenses or liabilities by reason of the fact
he or she is or was an officer or director of the Corporation or is
or was serving at the request of the Corporation as a director,
officer, employee, or agent of another foreign or domestic cor-
poration, partnership, joint venture, trust, employee benefit plan,
or other entity. The foregoing indemnification and advancement
of expenses shall be mandatory in all circumstances in which
the same are permitted by law. No repeal, amendment, or mod-
ification of this Article, whether direct or indirect, shall eliminate
or reduce its effect with respect to any matter giving rise to in-
demnification and advancement of expenses occurring prior to
such repeal, amendment or modification.

DATED: 3-2, 2008 /s/ Rabbi Bonnie Sharfman, Incorporator
ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT.

Pursuant to the provisions of the Arizona Revised Statutes, the
undersigned hereby acknowledges and accepts the appoint-
ment as statutory agent of the Kehillah of Arizona effective this
3rd day of March, 2008. LAWDOOK, INC., an Arizona corpora-
tion. By: /s/ Carol Fleck, its Assistant Secretary.

3/14, 3/21, 3/25, 2008 editions Arizona Capitol Times

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