

INDEX NO.

CERTIFICATE OF INCORPORATION
OF GLOBAL JEWISH ASSISTANCE AND RELIEF NETWORK

Under Section 402 of the
Not-for-Profit Corporation Law

MUDGE ROSE GUTHRIE ALEXANDER & FERDON
180 MAIDEN LANE
NEW YORK, NEW YORK 10038
212/510-7000
ATTORNEYS FOR



CERTIFICATE OF INCORPORATION
OF GLOBAL JEWISH ASSISTANCE AND RELIEF NETWORK

Under Section 402 of the
Not-for-Profit Corporation Law

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of New York, does hereby certify:

1. The name of the corporation is Global Jewish Assistance and Relief Network (the "Corporation").
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law, and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The Corporation is formed for the purposes of providing relief to individuals and groups in need, on both a national and international level.

In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall:

- a. Collect and distribute food, clothing, medical supplies and housewares;

- b. Raise money to assist immigrants and poor families in the United States and abroad;
- c. Raise money to assist other organizations who help similar groups; and
- d. Conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes.

Nothing herein shall be construed as authorizing the Corporation to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, a museum, a historical society, a cable television facility, or an educational television station; nor shall the corporation engage in the practice of law; or any of the professions designated in Title VIII of the Education Law.

- 4. In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in section 202 of the Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property for any corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or hereafter

may be, conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

5. Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for charitable purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3).
6. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.
7. Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities listed in Section 404 (b) through (u) of the Not-for-Profit Corporation Law.

8. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by section 501(h) of the Internal Revenue Code as amended, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision), and the Corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.
9. The office of the Corporation shall be located in the County of Kings, State of New York.
10. The names and addresses of the initial directors of the Corporation until the first annual meeting, each of whom is of full age, are as follows:

<u>Name</u>	<u>Address</u>
S.Z. Eliezer Avtzon	760 Eastern Parkway Brooklyn, NY 11213
Elimelech Tiefenfrun	1577 Carroll Street Brooklyn, NY 11213
Schneur Z. Baumgarten	555 Crown Street Brooklyn, NY 11213

11. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is 760 Eastern Parkway, Brooklyn, NY 11213.
12. In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors and as approved by a court of competent jurisdiction for the not-for-profit purposes of the Corporation and/or to such charitable organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any of such assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and affirmed as true the statements made herein under the penalties of perjury this 17th day of January, 1992.

Steven H. Epstein

Incorporator
Steven H. Epstein
Mudge Rose Guthrie
Alexander & Ferdon
180 Maiden Lane
New York, NY 10038

STATE OF NEW YORK

COUNTY OF New York

)
) ss.:
)

On this 17th day of January, 1992, before me personally came Steven H. Epstein, to be known and known to me to be the person described in and who executed the foregoing certificate of incorporation and he duly acknowledged to me that he executed the same.

Felicia DeL'Orto
Notary Public

FELICIA DEL'ORTO
Notary Public, State of New York
Qualified January 1, 1992
Commission Expires June 30, 1994

Notary's Stamp

WAIVER OF NOTICE

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Robert Abrams
Attorney General
State of New York

Dated: Jan. 23, 1992
THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

By _____
Assistant Attorney General

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by Howard Holt

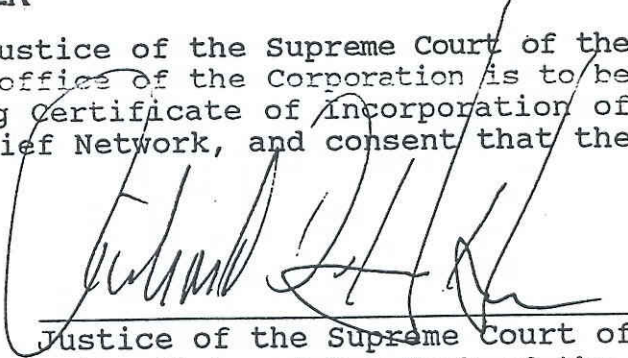
Associate Attorney

APPROVAL OF SUPREME COURT JUSTICE

HON. RICHARD D. HUTTNER

I, _____, a Justice of the Supreme Court of the
Judicial District, in which the office of the Corporation is to be
located, approved the foregoing Certificate of Incorporation of
Global Jewish Assistance and Relief Network, and consent that the
same be filed.

January 31, 1992
Dated: Brooklyn, New York


Justice of the Supreme Court of
the State of New York of the
SECOND Judicial District

UNITED STATES OF AMERICA

STATE OF NEW YORK

BY

Gail S. Shaffer*Secretary of State and Custodian of the Great Seal Thereof*

IT IS HEREBY CERTIFIED, thatWilbur A. Levin.....
 was Clerk of the County ofKings..... in the State of New York, and
 Clerk of the Supreme Court therein, being a Court of Record, on the day of the date of the annexed
 certificate, and duly authorized to grant same; that the seal affixed to said certificate is the seal of
 said County and Court; that the attestation thereof of said Clerk is in due form and executed by
 the proper officer; and that full faith and credit may and ought to be given to his official acts.

IN TESTIMONY WHEREOF, the Great Seal
 of the State is hereunto affixed.

WITNESS my hand at the city of Albany,
 this 17th day
 of June one thousand
 nine hundred and ninety-four

Gail S. Shaffer

Secretary of State

ГЕНЕРАЛЬНЕ КОНСУЛЬСТВО УКРАЇНИ
 в м. Нью-Йорку (США)
 засвідчує справжність попереднього
 підпису *заст. держсекретаря штату*
 печатки Нью-Йорк Натана А. Хамма
 «23» червня 1994 р.
 Копись *С. Куртис*
 № 0313

Nathan A. Hamm
 NATHAN A. HAMM, SPECIAL DEPUTY SECRETARY OF STATE