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Florida Department of State
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA NON-PROFIT CORPORATION

THE NISHMAT CHAIM LEARNING CENTER INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
NOT FOR PROFIT CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation ACT, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be:

THE NISHMAT CHAIM LEARNING CENTER INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

596 West 50 Street
Miami Beach, Florida 33140

ARTICLE III
PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

- A. The organization will be dedicated to religious education and counseling for those people who want or need this service.
- B. To operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(C) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions of needed salaries and benefits for faculty staff and needed employees and to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundation and private operating foundations.
- C. The organization will be dedicated to religious education and counseling for those people who want or need this service.

Prepared by: Richard Wasserstein, Esq. Bar #604380
Wasserstein Law Building, Ph 866-1455
913 Normandy Drive (71 st Street)
Miami Beach, Florida 33141

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ARTICLE IV
MANAGEMENT OF CORPORATE AFFAIRS AND
MANNER OF ELECTION OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be four (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one(1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 5:00 p.m. on the first Tuesday of January on each year at the principal address of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors 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 Directors. 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 Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Ruben Matz 2700 Biscayne Blvd., Miami, Fl 33137

Benjamin Befeler 9 Island, Miami Beach, Fl 33139

Jonathan Rubin 5077 N. Bay Rd., Miami Beach, Fl 33140

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ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The named and Florida street address of the initial registered agent are:

Andy Moshe Matz 596 West 50 Street, Miami Beach, FL 33140

ARTICLE VI
CAPITAL STOCK

This corporation is organized under a non stock basis.

ARTICLE VII
DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one (1) or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local government for exclusive public purpose.

ARTICLE VIII
MEMBERSHIP

The qualification for members and the manner for their admission shall be regulated by the By-Laws of this corporation.

ARTICLE IX
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, whether by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

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ARTICLE X
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XI
DURATION

The term of existence of the corporation is perpetual, unless sooner dissolved in accordance with the laws of the State of Florida. The date in which corporate existence shall begin shall be the date of incorporation.

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Andy Moshe Matz 596 West 50 Street, Miami Beach, FL 33140

Andy Matz
Signature/Incorporated

12/26/00
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of duties, and I am familiar with and accept the obligations of my position as registered agent.

Andy Matz
Signature/Registered Agent

12/26/00
Date

The forgoing instrument was acknowledge before me this 12 day of December 2000 by Andy Moshe Matz as Incorporator who is personally known to me or who produced a Florida Driver Licenses as proper identification and who did not take an oath.

Guillermo Bostchin
Notary Public

12/26/00
Date



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