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TALLAHASSEE, FLORIDA

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**FLORIDA NON-PROFIT CORPORATION**

**LOS CAMINOS DE ISRAEL, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
LOS CAMINOS DE ISRAEL, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We, the undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a Corporation under the provisions of Chapter 617, Part I of the Florida Statutes, (as amended), providing for the formation of Non-Profit Corporations, adopt the following Articles of Incorporation for the purposes and with the powers mentioned herein for such Corporation; and to that end we do by this Certificate set forth:

ARTICLE I

CORPORATE IDENTITY

The name of this corporation is Los Caminos de Israel, Inc. It's business address shall be:

Prepared by A. Zayas, Notary, 625 75 Street, M Bch 305 864-0267

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Post Office Box 813506  
Hollywood, Florida 33081

ARTICLE II

DURATION

This Corporation shall have a perpetual existence, unless discontinued by agreement of the board of directors, or dissolved by the Florida Secretary of State; and shall commence business upon issuance of a Corporate Charter.

ARTICLE III

CORPORATE MISSION

The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under this Act, including but not limited to:

- A: To provide a public forum for the dissemination, promotion, exposure, and enhancement of Jewish religious, spiritual family and community values and culture; the creation and maintenance of a ~~synagogue~~ Congregation.
- B: The production, promotion and presentation of film, video,

radio and television forums for the above purposes

- C: To provide social services and child day care services to families in need
- D: Do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- E: The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

INCORPORATORS/DIRECTORS

The Board of Directors shall consist of not less than

three nor more than fifteen members. The following shall serve as Directors and Original Incorporators until the Corporation's first meeting:

Mariano Otero  
5950 S. W. 40<sup>th</sup> Avenue  
Suite B - 9  
Ft. Lauderdale, Florida 33314

Ora Fabian  
4300 Sheridan Street  
Suite 220  
Hollywood, Florida 33021

Jorge Albo  
2221 North 46<sup>th</sup> Avenue  
Hollywood, Florida 33021

The officers shall be elected by the Board of Directors at the first annual meeting of the Board, in such a manner and by such procedure as required by the By-Laws. All officers shall serve and hold office until their successor has been elected by the Board of Directors.

ARTICLE V

BY-LAWS

The Corporate By-Laws shall be adopted at the first meeting of the Corporation, and said By-Laws may be made, altered, or rescinded by the Directors of the Corporation. Amendments to the Certificate of Incorporation may be proposed and adopted by the Board of Directors and thereafter shall be

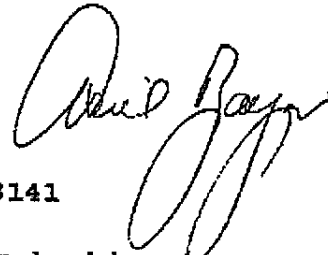
submitted at the annual meeting of the Corporation for information and approval of the membership.

ARTICLE VI

INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Ariel Zayas  
625 75<sup>th</sup> Street # 3  
Miami Beach, Florida 33141



Registered agent accepts this designation by his signature above.

ARTICLE VII

RESTRICTIONS/ASSETS OF CORPORATION

The Board of Directors, Members, and Officers of the Corporation shall not receive any funds from the Corporation by way of distribution of assets of the corporation, distribution of proceeds, dividends, salaries or expenses other than such expenses or allowances as necessary to offset or reimburse any expenses incurred in the conduct of the corporate affairs providing such funds have been previously approved by the Board

of Directors and are in accordance with State and Federal laws.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, members or officers, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

In the event of liquidation or dissolution of the Corporation, any assets shall be distributable to not-for-profit agencies providing such agency has been recognized and approved by the Internal Revenue Service as an organization exempt from the payment of income taxes; and that such distribution shall further such educational, charitable, social or scientific purposes as the Trustees (or other such persons as may be in charge of liquidation) shall determine. It is hereby provided that any assets or funds held by the Corporation upon dissolution or upon failure of the Corporation to do or conduct business, where said funds have been received from government programs, assets have been purchased with funds from government programs, said assets and funds shall be distributed as provided above or in accordance with governmental rules and regulations governing such matters.

No substantial part of the activities of the Corporation

shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in nor intervene in (including the publication of or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE VIII

#### INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including, but not limited to, amounts paid upon judgements, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of having been or being directors or officers, except in such cases wherein the director or officer is adjudged guilty of willful malfeasance or malfeasance in the performance of his duties.

We, the undersigned, being all of the original incorporators hereinbefore named, do ratify and swear the above articles of



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incorporation for the purpose of forming a not-for-profit enterprise to do business both within and without the State of Florida, and do make, subscribe, acknowledge and file this Certificate; and accordingly have hereunto set our hands and seals this 23<sup>rd</sup> day of June of the year 2001.

*Mariano Otero*  
*Ora Fabian*  
*Jorge Albo*

Mariano Otero  
Ora Fabian  
Jorge Albo

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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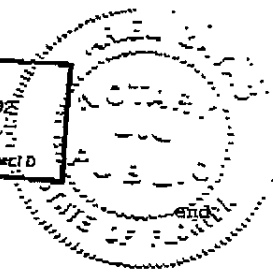
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I HEREBY CERTIFY that on this 23rd day of June of the year 2001, personally appeared MARIANO OTERO, ORA FABIAN, and Jorge Albo who produced Florida driver's licenses as identification, and who signed the foregoing Certificate of Incorporation; and who acknowledged that they signed, sealed, and delivered the same for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have set my official hand and seal at Miami Beach, Miami-Dade County, Florida, this 23rd day of June of the year 2001.

*Ariel Zayas*  
Ariel Zayas, Notary Public

STATE OF FLORIDA  
NOTARY PUBLIC  
ARIEL ZAYAS  
My Comm Exp. 5/1/2002  
No. CC 7289  
[ ] Personally Known [ ] Other [ ] D



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