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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JEWISH LEARNING CENTER INC.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ARIEL EDRY

(Name of Contact Person)

JEWISH LEARNING CENTER INC

(Firm/ Company)

4008 N. 46TH AVE.

(Address)

HOLLYWOOD, FL 33021

(City/ State and Zip Code)

ARIEL305@GMAIL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ARIEL EDRY at 305 305-0588

(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Amended and Restated Articles of Incorporation

JEWISH LEARNING CENTER INC

2016 NOV 20 10 3: 25

The undersigned natural persons of lawful age, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, adopt the following Amended and Restated Articles of Incorporation:

ARTICLE ONE. NAME AND PRINCIPAL OFFICE

The name of the Corporation is Jewish Learning Center Inc, and its principal office is located at 4008 N. 46th Avenue, Hollywood, FL 33021, or such other location as chosen by the directors from time to time.

ARTICLE TWO. REGISTERED OFFICE AND AGENT

The name of the Registered Agent of the Corporation is Ariel Edry. The street address of the registered office, which is also the address of the Registered Agent, is 4008 N. 46th Avenue, Hollywood, FL 33021.

ARTICLE THREE. DURATION

The period of duration of this not-for-profit Corporation is perpetual.

ARTICLE FOUR. AUTHORIZATION

The Corporation is organized as a not-for-profit religious corporation under the Florida Not For Profit Corporation Act, Florida Statute § 617.01011, *et. seq.*, exclusively for religious purposes, as set forth in Article Five.

ARTICLE FIVE. PURPOSES

The fundamental and primary purpose of this Corporation shall be to establish and maintain a *synagogue*: a Jewish outreach program under the laws of Orthodox Judaism; to provide educational and informational services about Orthodox Judaism; to buy, sell, lease, mortgage or otherwise encumber, hold or dispose of both real and personal property of the Corporation for the furtherance of religious and charitable work; and for such purpose, to adopt and establish By Laws, rules and regulations in accordance with law and not inconsistent with these Articles of Incorporation, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE SIX. CORPORATE NET EARNINGS; ACTIVITIES

This Corporation shall be nonstock and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose(s) set forth in Article Five. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Amended and Restated 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 § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE SEVEN. DIRECTORS

The initial number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as initial directors are as follows:

Name	Address
<u>Yaniv Cohen</u>	<u>4008 N. 46th Avenue, Hollywood, FL 33021</u>
<u>Ariel Edry</u>	<u>4008 N. 46th Avenue, Hollywood, FL 33021</u>
<u>Mina Edry</u>	<u>4008 N. 46th Avenue, Hollywood, FL 33021</u>

The terms and election of the directors shall be set forth in the By Laws of the Corporation, as amended from time to time.

ARTICLE EIGHT. DIRECTORS' POWERS AND VOTING RIGHTS

The Directors shall have the powers and voting rights set forth in the Corporation's By Laws.

ARTICLE NINE. CORPORATE OFFICERS

The general officers of the Corporation shall be president, secretary, and treasurer. The Board of Directors may provide for the appointment of additional officers as they may deem for the best interest of the Corporation. Whenever the Board of Directors may order, any two offices, the duties of which do not conflict, may be held by one person. The officers shall such duties as from time to time are imposed or required by the Board of Directors, or as may be prescribed from time to time by the By Laws.

The names and addresses of the persons who are to serve as initial officers are as follows:

Name	Office	Address
<u>Yaniv Cohen</u>	<u>President</u>	<u>4008 N. 46th Avenue, Hollywood, FL 33021</u>
<u>Ariel Edry</u>	<u>Vice President</u>	<u>4008 N. 46th Avenue, Hollywood, FL 33021</u>
<u>Ariel Edry</u>	<u>Secretary</u>	<u>4008 N. 46th Avenue, Hollywood, FL 33021</u>
<u>Mina Edry</u>	<u>Treasurer</u>	<u>4008 N. 46th Avenue, Hollywood, FL 33021</u>

ARTICLE TEN. ELECTION OF OFFICERS; TERMS

The officers shall be elected by the Directors. The terms of the officers shall be set forth in the By Laws or determined by the Directors from time to time.

ARTICLE ELEVEN. DISTRIBUTION ON DISSOLUTION

The assets of this Corporation are irrevocably and permanently dedicated to religious and charitable purposes. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE TWELVE. AMENDMENTS

Amendment to these Amended and Restated Articles of Incorporation may be proposed and adopted by a resolution of a majority of the Board of Directors.

Adoption of Amendment and Restatement

The amendment and restatement was adopted by the members and the number of votes cast for the amendment and restatement was sufficient for approval.

The amendment and restatement was adopted on the date signed below.



Yaniv Cohen, President

11/21/16

Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Ariel Edry

11/20/16

Dated Effectively