

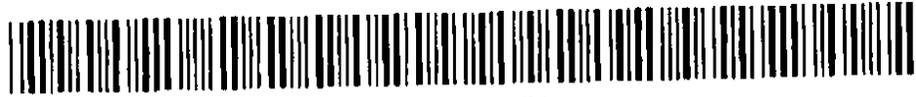
# N 23000008705

((H23000251209 3)))

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H23000251209 3)))



H230002512090ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : MARKO & MAGOLNICK, P.A.  
Account Number : 120050000186  
Phone : (305)285-2000  
Fax Number : (305)285-5555

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: corporateservices@mm-pa.com

RECEIVED  
2023 JUL 18 PM 4:15  
CORPORATIONS  
COMMERCIAL  
SERVICES

### FLORIDA PROFIT/NON PROFIT CORPORATION Sephardic Foundation of Spain, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

FILED  
2023 JUL 18 PM 7:05  
SERVING  
FALLAHASSEY

((H23000251209 3)))

(((H23000251209 3)))

ARTICLES OF INCORPORATION  
OF  
SEPHARDIC FOUNDATION OF SPAIN, INC.,  
A FLORIDA NONPROFIT CORPORATION

The undersigned, acting as the incorporator of Sephardic Foundation of Spain, Inc. ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as follows:

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be Sephardic Foundation of Spain, Inc.

ARTICLE II  
MAILING ADDRESS AND ADDRESS OF PRINCIPAL OFFICE

The mailing address and address of principal office is 3001 SW 3<sup>rd</sup> Avenue, Miami, FL 33129.

ARTICLE III  
PURPOSE

Section 1. The specific and primary purpose for which this Corporation is formed is for supporting and promoting Jewish culture including, without limitation, Sephardic Jewish culture, promoting the relationships between people of Sephardic origin and the rest of the people and cultures in America and the rest of the world, fighting against antisemitism and promoting a good consideration to Jewish and Sephardic peoples all over the world, researching genealogy and Sephardic history and culture, promoting conferences, publications, congresses, and other educational, cultural, and religious activities, in relation with the Corporation's main goal and objective. The Corporation will also provide and promote related charitable services within and outside the United States, which may include making contributions to other charitable organizations that are exempted from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. The general purposes for which this Corporation is organized are exclusively charitable purposes within the meaning of the Code or the corresponding provisions of any future federal tax laws.

Section 3. The Corporation may engage in such other activities from time to time that are related to its specific and general purposes.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry-on political propaganda or electioneering or any other activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

FILED  
2023 JUL 18 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H23000251209 3)))

(((H23000251209 3)))

Sephardic Foundation of Spain, Inc.  
Articles of Incorporation  
Page 2 of 4

Section 5. As defined in Section 501(c)(3) of the Code, this Corporation shall be determined as a public charity, and shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943 of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

**ARTICLE IV**  
**NON-STOCK BASIS AND QUALIFICATION OF MEMBERS**

The Corporation is organized under a non-stock basis. Membership in the corporation shall be composed of persons, partnerships, firms, and corporations, each having experience and dealings in the area of finance, lending, education, real estate, credit counseling, administration, and necessary ancillary services. Prospective members shall be nominated for membership by active members of the Corporation in good standing. Membership must be approved by 51% of the Board of Directors, as then constituted. Any obligations, duties, and liabilities of said members shall be set forth in the by-laws.

**ARTICLE V**  
**MANNER OF ELECTION**

The manner in which the Directors are elected and appointed are provided for in the Bylaws of the Corporation.

**ARTICLE VI**  
**REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation shall be M&M RA SERVICES, LLC and the street address of the initial registered office of this Corporation shall be 3001 SW 3<sup>rd</sup> Avenue, Miami, FL 33129.

The undersigned registered agent hereby accepts the designation as registered agent of the Corporation and agrees to act in such capacity. The undersigned further agrees to comply with the

(((H23000251209 3)))

(((H23000251209 3)))

Sephardic Foundation of Spain, Inc.  
Articles of Incorporation  
Page 3 of 4

provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.

**ARTICLE VII**  
**NAME AND ADDRESS OF INCORPORATOR**

The name of the initial incorporator of this Corporation shall be Marko & Magolnick, P.A. and the street address of the initial incorporator's office of this Corporation shall be 3001 SW 3rd Avenue, Miami, Florida, 33129.

**ARTICLE VIII**  
**POWERS**

This Corporation shall be authorized to exercise the powers permitted to corporation not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

**ARTICLE X**  
**DEDICATION OF ASSETS AND DISSOLUTION**

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director or member of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

**ARTICLE XI**  
**EXEMPT STATUS: PROHIBITED TRANSACTIONS**

Reference in this Article to a Code Section shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

(((H23000251209 3)))

(((H23000251209 3)))

Sephardic Foundation of Spain, Inc.  
Articles of Incorporation  
Page 4 of 4

Section 1. This Corporation shall not exercise in any manner, or for any purpose, any power of authority granted herein which may jeopardize the status of this corporation as an exempt organization under Code Section 501(c)(3).

Section 2. This Corporation, during the period it is a "public charity" as defined in Code Section 501(c)(3), shall not:

- (a) Engage in any act of "self-dealing" as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941;
- (b) Retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943;
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and
- (d) Make any "taxable expenditures" as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945.

**ARTICLE XII**  
**BYLAWS**

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended, or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator submits this document and affirms that the facts stated herein are true. The undersigned registered agent hereby accepts its designation.

REQUIRED SIGNATURE OF INCORPORATOR: David P. [Signature]

DATE: 07/18/2023

REQUIRED SIGNATURE OF REGISTERED AGENT: David P. [Signature]

DATE: 07/18/2023

(((H23000251209 3)))