

N24000007739

(Requestor's Name)

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PICK-UP WAIT MAIL

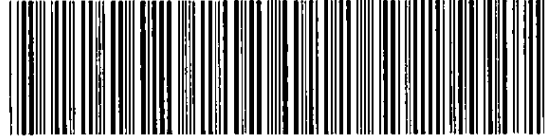
(Business Entity Name)

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PROFESSIONAL OFFICE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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Kollel Emek halacha Inc.

Please Debit FCA000000003 For: 70

Thank you Seth Neeley



- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

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Signature



Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
KOLLEL EMEK HALACHA INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

Article 1: Name

The name of this Corporation is:

**KOLLEL EMEK HALACHA INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

Article 2: Not for Profit

This Corporation is a not-for-profit corporation under the laws of the State of Florida and is therefore not formed for pecuniary profit.

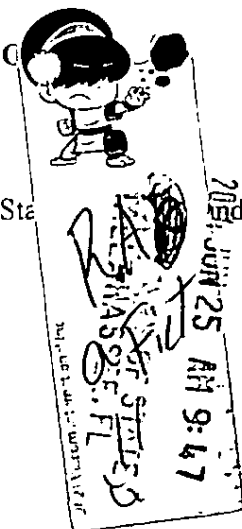
Article 3: Duration

This Corporation shall have perpetual existence.

Article 4: Purpose and Limitations

This Corporation is not organized for pecuniary profit or financial gain, and shall be operated exclusively for and subject to the following not for profit purposes and limitations:

- A. To operate a Jewish learning/Talmudic school or schools, of Orthodox Jewish learning, and for instructional and educational purposes for all ages, which may include a synagogue for religious prayer. To include within the student body values, ideals, principles, and standards in accordance with Orthodox Jewish standards.
- B. To promote the health, education, and welfare of its members and patrons and to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.



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- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- F. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- G. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- H. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- I. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code and said regulations as they now, exist or as they may hereafter be amended.
- J.
- a. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation,

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dispose of all of the assets of the Corporation by dividing and distributing the same one or more exempt organizations of the Board of Directors determination under Section 501(c)(3) of the Internal Revenue Code of 1954.

- b. Any of such assets not disposed as per the preceding sentence shall be disposed of by the Board of Directors in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.
- c. Any of such assets not disposed as per the preceding two (2) sentences shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such non-profit purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such non-profit purposes.

- K. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5: Principal Office and Mailing Address

The street address of the principal office of the Corporation shall be:

**12000 Biscayne Blvd.
Suite 415
Miami, FL 33181**

The mailing address of the Corporation shall be:

**C/O The Benhayoun Law Firm
12000 Biscayne Blvd.
Suite 415
Miami, FL 33181**

Article 6: Board of Directors and Officers

The management of this Corporation shall be vested in its Board of Directors. The number of Directors of the Corporation shall be three (3) or more. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of each Director and officer of this Corporation are as follows:

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(Last Name, First Name)

Title: Director
Schoen, Rabbi David
3458 Chase Ave
Miami, Beach, FL 33140

Title: Director
Tolstano, Brian
200 South Biscayne Blvd, 7th Floor
Miami, FL 33131

Title: Director
Aquinin, Ronny
4302 Alton Road, Ste 470
Miami Beach, FL 33140

Article 7: Incorporator

The name and address of the incorporator of the company is:

Abraham Benhayoun
12000 Biscayne Blvd.
Suite 415
Miami, FL 33181

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Article 8: Bylaws

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered in accordance with such Bylaws or as otherwise provided for by applicable Florida law.

Article 9: Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, in accordance with the applicable provisions of the Bylaws of the Corporation or the laws of the State of Florida or as otherwise provided for by applicable law and any and all rights and privileges as may be conferred upon Directors or Officers are subject to these reservations.

Article 10: Non-Stock Basis

This Corporation is organized on a nonstock basis and shall not issue any shares of stock.

Article 11: Registered Agent

The Registered Agent of this Corporation is:

C/O The Benhayoun Law Firm
12000 Biscayne Blvd.
Suite 415
Miami, FL 33181

Article 12: Effective Date

Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

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:

Signature: Abraham Benhayoun
Abraham Benhayoun, Esq. on Behalf of The Benhayoun Law Firm

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I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S:

Signature: Abraham Benhayoun
Abraham Benhayoun, Esq as incorporator of the Company