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Phone : (904) 296-0100
Fax Number : (904) 296-2842

FLORIDA NON-PROFIT CORPORATION

Erny of Jacksonville, Inc.

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ARTICLES OF INCORPORATION OF
ERUV OF JACKSONVILLE, INC.
A FLORIDA NONPROFIT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this Corporation is Eruv of Jacksonville, Inc. The principal office of this Corporation is in Jacksonville, Florida. The mailing address of this Corporation is 4215 Southpoint Boulevard, Suite 100, Jacksonville, Florida, 32216

ARTICLE II

CORPORATE NATURE

This is a nonprofit Corporation, organized solely for educational, religious and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is formed are:

A. To promote, establish, erect, construct, maintain and supervise an "Eruv" for the Metropolitan Jacksonville, Florida area, in accordance with Orthodox Jewish law, custom and tradition, as set forth in the Shulchan Aruch, and defined therein as a particular structure constructed in accordance with religious law, the use of which enables observance of Orthodox Jewish law. The purpose of said Eruv shall be to support and enhance the general welfare, harmonious communal life, observance and worship of and by members of the Jacksonville Jewish Community.

B. To collect, receive, accept, hold, invest, and accumulate monies, securities, lands, buildings, and property of all kinds for the general uses of the said Corporation, and to expend the funds in its hands from time to time in carrying out the purpose hereinafter set forth.

C. To engage in the carrying on of religious, charitable, and educational pursuits, and including for such purposes the making of distributions of funds received and collected by it to or for the use of:

- (1) The promotion, establishment, erection, construction, maintenance and supervision of an "Eruv" in accordance Orthodox Jewish law.

Michael N. Schneider
Ansbacher & Schneider, P.A.
4215 Southpoint Boulevard, Suite 100
Jacksonville, FL 32216
(904) 296-0100
FL Bar No. 166929

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- (2) The educational and informational requirements connected with such an "Eruv".
- (3) The United States, any State, Territory or any political subdivision thereof or the District of Columbia, or any possession of the United States, for exclusively public purposes.
- (4) To such other corporations, trusts, community chests, funds or foundations which qualify under Section 501(c)(3) of the Internal Revenue Code.

D. To operate as a nonprofit corporation exclusively for religious, charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private member or disqualified individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not participate in or intervene in any manner whatsoever in any political campaign on behalf of any candidate for public office.

E. No payments, gifts, or contributions shall, at any time, be made by the Corporation, which are not contributions to organizations, exempt from taxation on such contributions under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States and amendments thereto or to disqualified individuals.

F. Exclusively for the furtherance of the purposes herein set forth, the Corporation shall have the power to purchase and otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of property of any nature or description, to borrow or solicit for the furtherance of its purposes, and to do any other acts or things necessary or proper to effectuate the aforesaid purposes or any of them.

G. In no case is the Corporation to engage in any business for profit or for the benefit of the incorporators, members, directors, or any individual or carry on any propaganda, intended or attempting to influence legislation.

H. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

I. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

J. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

K. 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 1986, or corresponding provisions of any subsequent Federal tax laws.

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L. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Trustees. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the Corporation shall be a minimum of three (3) persons and a maximum of eleven (11) persons, provided, however, that such number may be increased or decreased by a Bylaw duly adopted by the members so long as such number shall not be less than three (3) persons. The duties of the Trustees shall be regulated by the Bylaws for this Corporation.

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

Trustees elected at the first annual meeting, and at all times thereafter, shall serve the length of term as set forth in the Bylaws and until the qualification of the successors in office. Annual meetings shall be held in June of each year, or at such other time as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees 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 Trustees. 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 Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Trustees shall elect the following officers: President, Secretary and Treasurer, and such other officers as the Bylaws of this Corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees.

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 purposes set forth in Article IV hereof.

B. 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 any candidate for public office.

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C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), ("Exempt Organization") as the Board of Trustees shall determine. Funds received by the Corporation and designated to or for a particular Exempt Organization shall be disposed of, to the extent the Board of Trustees shall be able, by distribution to such designated Exempt Organization. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The members of the Corporation shall be the persons serving as the Trustees of the Corporation from time to time.

ARTICLE IX

INCORPORATORS

The names and residence addresses of the Incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
David Brinn	10446 Scott Mill Road Jacksonville, FL 32257
James B. Jaffa	8282 Western Way, Suite 1209 Jacksonville, FL 32256

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Alan Tennenberg

10140 Arrowhead Drive East, Apt. #2
Jacksonville, FL 32257

ARTICLE X

REGISTERED AGENT

The initial registered office for the Corporation shall be 4215 Southpoint Boulevard, Suite 100, Jacksonville, Florida, 32216 and the registered agent at such office shall be Michael N. Schneider.

ARTICLE XI

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, 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, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee or officer thereof, or to the benefit of any private individual.

ARTICLE XIII

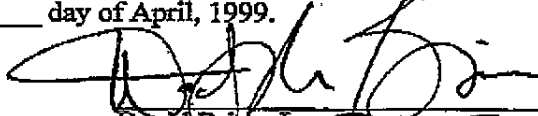
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this Corporation.

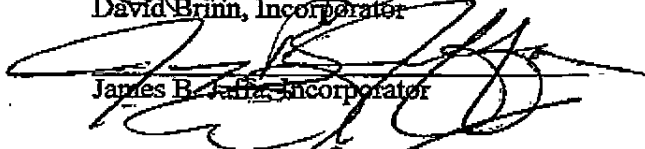
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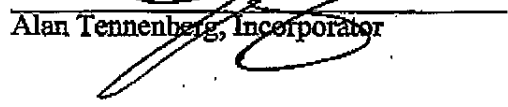
The undersigned, being the Incorporators of this Corporation, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 14 day of April, 1999.



 David Brinn, Incorporator



 James B. Jatta, Incorporator



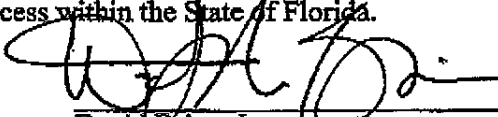
 Alan Tennenberg, Incorporator

CERTIFICATE

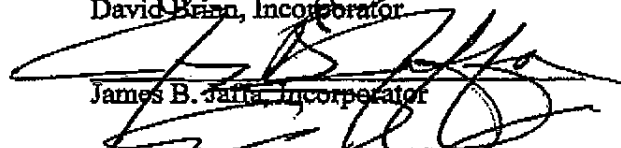
DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:


That The Eruv of Jacksonville, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Michael N. Schneider, 4215 Southpoint Boulevard, Suite 100, Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within the State of Florida.



 David Brinn, Incorporator



 James B. Jatta, Incorporator



 Alan Tennenberg, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.



 Registered Agent

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