

702697

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Amended & Restated

DEC 05 2023

D CUSHING



fisherphillips.com

November 6, 2023

DELIVERY VIA FEDERAL EXPRESS

Florida Department of State
Attn: Amendment Section
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Amended Articles of Incorporation
Greater Miami Hebrew Academy
Document Number 702697
FEI/EIN 59-0651086

To Whom It May Concern:

Please find the following enclosed:

1. A copy of the Department of State's October 13, 2023 deficiency letter. Reference Number 702697.
2. Two copies of the Amended and Restated Articles of Incorporation of Greater Miami Hebrew Academy, naming Kalman Stein as the Registered Agent. The prior version listed the wrong registered agent. We apologize for any inconvenience.
3. One copy of the Secretary of State's Articles of Amendment to Articles of Incorporation form.
4. A photocopy of the check in the amount of \$43.75 in your possession for filing the Amended and Restated Articles of Incorporation, and for the return of a certified copy to our office.

Tampa

101 E. Kennedy Blvd, Suite 2350
Tampa, FL 33602

Writer's Direct Dial:

(813) 769-7506

Writer's E-mail:

klee@fisherphillips.com

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TALLAHASSEE, FLORIDA

Fisher & Phillips LLP

Atlanta • Baltimore • Boston • Charlotte • Chicago • Cleveland • Columbia • Columbus • Dallas • Denver • Fort Lauderdale • Gulfport • Houston
Irvine • Kansas City • Las Vegas • Los Angeles • Louisville • Memphis • New Jersey • New Orleans • New York • Orlando • Philadelphia
Phoenix • Portland • Sacramento • San Antonio • San Diego • San Francisco • Seattle • Tampa • Washington, DC

Please return the certified copy to:

Fisher & Phillips, LLP
Attn: Suzanne Bogdan
201 E. Las Olas Blvd. Suite 1700
Ft. Lauderdale, FL 33301

Should you have any questions, or if there is additional information you need to process this request, please do not hesitate to contact me.

Sincerely,

/s/ Katie R. Lee

Katie R. Lee
Paralegal for Fisher & Phillips, LLP
(813) 769-7506
klee@fisherphillips.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 13, 2023

KATIE LEE
FISHER & PHILLIPS LLP
101 EAST KENNEDY BLVD., STE 2350
TAMPA, FL 33602

SUBJECT: GREATER MIAMI HEBREW ACADEMY
Ref. Number: 702697

We have received your document for GREATER MIAMI HEBREW ACADEMY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

According to our records Kalman Stein is listed as the registered agent but in these articles you are listing Corporation Company of Miami so we need an acceptance statement for them.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 323A00023800

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GREATER MIAMI HEBREW ACADEMY

(Document Number: 702697)

GREATER MIAMI HEBREW ACADEMY, a Florida not-for-profit corporation (the "**Corporation**"), hereby amends and restates its Charter and/or Articles of Incorporation in their entirety as follows:

ARTICLE I.

NAME

The name of the not-for-profit corporation is Greater Miami Hebrew Academy (the "**Corporation**").

**ARTICLE II.
PRINCIPAL OFFICE**

The principal street address of the principal office of the Corporation is:

2400 Pine Tree Drive
Miami Beach, FL 33140

**ARTICLE III.
PURPOSE**

The purposes of this Corporation include owning and operating a school or schools that adhere strictly to Orthodox Jewish principles. The school will provide instruction and education in strictly Orthodox Jewish and general studies, with Jewish religious values, ideals, principles, and standards that are similar to those taught in Orthodox Jewish schools throughout the United States. The Corporation's purposes also include owning and operating a synagogue; accepting and receiving charitable donations, gifts and legacies for the purpose of aiding the Corporation in its endeavors to buy, sell, lease, receive and encumber such real estate and personal property as may be necessary, advisable or beneficial for the carrying out of the purposes of this Corporation; and to do any and all things incident to or in connection with the carrying out of the purposes of this Corporation.

The second sentence of this Article III may not be amended by less than unanimous approval of the Board of Directors.

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TALLAHASSEE, FL

**ARTICLE IV.
NUMBER OF DIRECTORS; MANNER OF ELECTION**

The Board shall consist of a minimum of fifteen (15) and a maximum of thirty-one (31) directors. The manner in which the directors of the Corporation are elected and appointed is set forth in the Bylaws of the Corporation.

**ARTICLE V.
REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the registered agent of the Corporation is:

Kalman Stein
2400 Pine Tree Drive.
Miami Beach, Florida 33140

**ARTICLE VI.
FEDERAL TAX EXEMPTION AND DISSOLUTION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes and in furtherance of advancing and fostering Orthodox Judaism, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the foregoing paragraph. 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 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed to advance and foster Orthodox Judaism and for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. 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 to further and advance Orthodox Judaism.

**ARTICLE VII.
ARTICLE CONSOLIDATION**

These Amended and Restated Articles of Incorporation supersede the original charter (articles of incorporation) and all amendments to them.

**ARTICLE VIII.
MEMBERSHIP**

This Corporation shall have no members.

**ARTICLE IX
AMENDMENTS**


The power to amend the By-Laws and the Articles of Incorporation shall be vested in the Board of Directors and may take place at any regular or special meeting called for that purpose. The vote shall take place only after two consecutive Board meetings in which the altering, amending, or repealing of the By-Laws or Articles is discussed (with the vote taking place at the conclusion of the second meeting). The amendments must be approved by a two-thirds (2/3) vote of all Directors in office, except for the second sentence of Article III, which must be approved by unanimous vote of all Directors. The Board President or the President's designee shall provide the Directors with a copy of the proposed amendments at least 10 days before the meeting in which the matter shall be called for a vote.

Any amendment of the Articles of Incorporation or By-laws must be consistent with Jewish Law.

**ARTICLE X.
EFFECTIVE DATE**

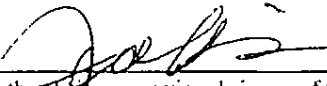
These Amended and Restated Articles of Incorporation shall become effective as of the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 21st day of September, 2023.

By: 
Name: Jean Kim-Lehmann
Title: President, Board of Directors

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated September 21, 2023

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jean Kim-Lehmann
(Typed or printed name of person signing)

President of the Board of Directors
(Title of person signing)