

744454

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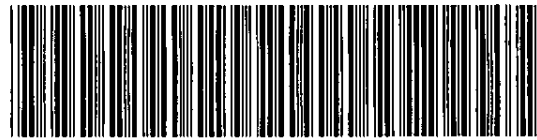
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**DATE: 12-04-14**

**NAME: TORAS EMES ACADEMY OF MIAMI, INC.**

**TYPE OF FILING: AMENDMENT**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
TORAS EMES ACADEMY OF MIAMI, INC.  
(a Florida Not for Profit Corporation)

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ARTICLE I. 744454  
NAME

The name of the corporation shall be "TORAS EMES ACADEMY OF MIAMI, INC." (hereinafter referred to as the "Corporation").

ARTICLE II.  
ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office and the mailing address of the Corporation is 1025 NE Miami Gardens Drive North Miami Beach, FL 33179.

ARTICLE III.  
PURPOSE

The purpose and objective of the Corporation shall be to own and operate a school of strictly Orthodox Jewish and secular learning, for instructional and educational purposes. The Corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

ARTICLE IV.  
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation.

ARTICLE V.  
LIMITATIONS

A. 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 purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.


**ARTICLE VI.**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is **RABBI YISROEL NIMAN** and the street address of the Corporation's initial registered agent is 4595 Nautilus Court Miami Beach, FL 33140.

**ARTICLE VII.**  
**DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for educational or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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 said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation does not have any members. These Amended and Restated Articles of Incorporation of the Corporation have been adopted by a written consent of the Board of Directors of the Corporation.

  
\_\_\_\_\_  
Moshe Lehrfield, Director

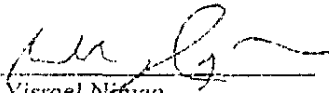
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CONSENT OF REGISTERED AGENT  
OF  
TORAS EMES ACADEMY OF MIAMI, INC.

The undersigned, RABBI YISROEL NIMAN, having been named as registered agent to accept service of process for TORAS EMES ACADEMY OF MIAMI, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Rabbi Yisroel Niman