

768087

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

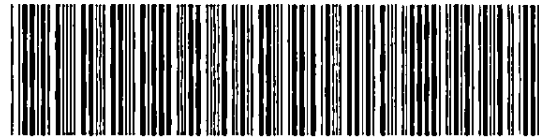
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500433207905

Amended & Restated
Articles

FILED
2024 JUL 23 AM 11:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2024 JUL 23 AM 11:25
PROFESSIONAL
TALLAHASSEE, FLORIDA

JUL 24 2024

A RAMSEY

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com



ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau

850.656.7953

REQUEST DATE 7/23/2024

PRIORITY Regular Approval

OUR REF # (Order ID#) 1273078

ORDER ENTITY
THE ALEPH INSTITUTE, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

THE ALEPH INSTITUTE, INC. (FL)

File the attached restated document and provide a certified copy.

NOTES:

\$43.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: 120050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "WJ" or similar, written in a cursive style.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE ALEPH INSTITUTE, INC.**

The undersigned certify that:

1. They are the Chief Executive Officer and the Secretary, respectively, of **THE ALEPH INSTITUTE, INC.**, a Florida corporation (the "**Corporation**"), and desire to amend the Articles of Incorporation in accordance with the Corporation's Articles of Incorporation (as amended) and Section 617.1007 of the Florida Not For Profit Corporation Act.
2. The following amendments to the Articles of Incorporation have been duly approved by a unanimous vote of the Corporation's Board of Directors on April 12, 2024.
3. The Corporation has no members, and accordingly member approval is not required for the following amendments.
4. The Articles of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ALEPH INSTITUTE, INC.**

In compliance with the requirements of the Florida Not For Profit Corporation Act Section 617.1007 (as amended, the "**Act**"), the Corporation hereby desires to amend and restate its Articles of Incorporation, as amended, in their entirety as follows (these "**Articles**");

ARTICLE I – NAME

The name of this Corporation is **THE ALEPH INSTITUTE, INC.** (the "**Corporation**").

ARTICLE II – EXEMPT STATUS

The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is or shall be distributable to, or inure to the benefit of its directors, officers or members (except that reasonable compensation may be paid for services rendered to or for the Corporation). No substantial part of the activities of the Corporation shall consist of carrying on 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 of public office. Notwithstanding any of the provisions of these Articles or the bylaws (the "**Bylaws**") of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – PURPOSE

This Corporation is formed exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and in this connection its specific purposes may include, in adherence to the Torah-Halachic tradition, based on the Code of Jewish Law by Shneur Zalman of Liadi and the subsequent authorized texts of Chabad customs, in order to provide services to Jewish men and women, and society as a whole, specifically in the areas of (i) providing critical social services to families in crises; (ii) addressing the pressing religious, educational, humanitarian and advocacy needs of individuals in limited environments including the U.S. Armed Forces and those held in prison and (iii) implementing solutions to significant issues relating to our criminal justice system, with emphasis on families, faith-based rehabilitation and preventative ethics education. In furtherance of its corporate purposes, the Corporation shall have all general powers allowed not-for-profit corporations by the Act.

ARTICLE IV – EXISTENCE

This Corporation shall have perpetual existence, unless dissolved in accordance with law and these Articles of Incorporation.

ARTICLE V - BOARD OF DIRECTORS

The authorized number of directors of the Corporation shall be not less than three (3) nor more than twenty-three (23); provided that the minimum number or maximum number, or both,

may be increased or decreased from time to time by resolution of the Corporation's board of directors (the "**Board**"). The manner in which each director is to be elected or appointed to the Board shall be set forth in the Corporation's Bylaws.

ARTICLE VI

The affairs of the Corporation shall be managed by the officers of the Corporation who shall be elected in accordance with the Bylaws of the Corporation.

ARTICLE VII - BYLAWS

The Bylaws of the Corporation may be made, altered, amended or rescinded in whole or in part, by a unanimous vote of the Board, which shall include the affirmative vote of the Chairperson (as defined in the Bylaws), at any regular meeting or any special meeting called for such purpose, except as may be otherwise provided.

ARTICLE VIII - AMENDMENTS

These Articles may be amended in whole or in part, by a unanimous vote of the Board, which shall include the affirmative vote of the Chairperson (as defined in the Bylaws), at any regular meeting or any special meeting called for such purpose.

ARTICLE IX - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 9540 Collins Ave, Surfside, FL 33154 unless changed in accordance with the Bylaws.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to such organizations as shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to approval by a Judge of the Circuit Court in and for Dade County, Florida.

ARTICLE XI

REGISTERED OFFICE AND AGENT

Execution Version

The street address of the registered office of this Corporation and the name of the registered agent of this Corporation at such address are as follows:

Registered Agent

Street Address of Registered Office

JOSEPH LIPSKAR

9540 Collins Ave, Surfside, FL 33154

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed these Second Amended and Restated Articles of Incorporation this day of April 12, 2024.

DocuSigned by
By: Aaron Lipskar
Name: Rabbi Aaron Lipskar
Title: Chief Executive Officer

By: Joy Fishman
Name: Joy Fishman
Title: Secretary