

F12 00 0000 886

(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



100221969421

02/17/12--01010--003 **70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 FEB 17 AM 8:54

FILED

19 MAR 29 2012

W 12-9837
647
sent cc
returned
to client

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: YESHIVAT OHR YERUSHALAYIM, INC.
Name of Corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Good Standing" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

SIEGFRIED BESSLER

Name of Person

YESHIVAT OHR YERUSHALAYIM, INC.

Firm/Company

3009 YARMOUTH A

Address

BOCA RATON, FL 33434-4547

City/State and Zip Code

YESHIVATOJ@GMAIL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SIEGFRIED BESSLER

Name of Person

at (718) 268-5059

Area Code & Daytime Telephone Number

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

2012 FEB 17 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. YESHIVAT OHR YERUSHALAYIM, INC.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. STATE OF NEW YORK 3. 90-0543012
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/30/2009 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. END OF JANUARY 2012
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 3009 YARMOUTH A BOCA RATON, FL 33434
(Principal office address)
- SAME
(Current mailing address)

8. TO ASSIST IN PROMOTING YESHIVAT OHR YERUSHALAYIM TO POTENTIAL STUDENTS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) IN US.

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: SIEGFRIED BESSLER

Office Address: 3009 YARMOUTH A

BOCA RATON, Florida 33434
(City) (Zip Code)

2012 FEB 17 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: MORRIS SOSEVSKY
MAILING Address: 3009 YARMOUTH A
BOCA RATON, FL 33434

Vice Chairman: SAMUEL WAGNER
MAILING Address: 3009 YARMOUTH A
BOCA RATON, FL 33434

Director: HOWARD K. FISHMAN
Address: 450 PASSAIC AVE. PASSAIC, NJ 07055

Director: _____
Address: _____

B. OFFICERS

President: MORRIS SOSEVSKY
Address: 3009 YARMOUTH A
BOCA RATON, FL 33434

TREASURER Vice President: SAMUEL WAGNER
Address: 3009 YARMOUTH A
BOCA RATON, FL 33434

V. PRESIDENT Secretary: SIEGFRIED BESSLER
Address: 3009 YARMOUTH A BOCA RATON, FL 33434

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. SIEGFRIED BESSLER
(Typed or printed name and capacity of person signing application)

FILED
2012 FEB 17 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on February 7, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

FILED
2012 FEB 17 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100312000590

CERTIFICATE OF INCORPORATION

OF

YESHIVAT OHR YERUSHALAYIM, INC.

Under Section 402 of the Not-For-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is **YESHIVAT OHR YERUSHALAYIM, INC.**
2. **YESHIVAT OHR YERUSHALAYIM, INC.** is Hebrew for Yeshiva (School) of the Light of Jerusalem.
2. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-For-Profit Corporation Law.
3. The purpose or purposes for which the corporation is formed are as follows:
 - To assist in promoting Yeshivat Ohr Yerushalayim to potential students in the United States. (Yeshivat Ohr Yerushalayim is a post-high school religious and educational institution for American teenage boys, located in Beit Meir, Israel);
 - To assist in recruiting potential students located in the United States in attending Yeshivat Ohr Yerushalayim;
 - To solicit and provide funds in the United States to help provide educational and need based scholarships for students from the United States attending Yeshivat Ohr Yerushalayim;
 - To serve as a liaison between parents of students from the United States who are attending Yeshivat Ohr Yerushalayim; and
 - To, assist in the collection of tuition payments from students in the United States who are attending Yeshivat Ohr Yerushalayim.
4. In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes.
5. Nothing herein shall authorize this corporation, directly or indirectly, to engage in

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 FEB 17 AM 8:54

FILED

or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404(b)-(w).

6. The corporation shall be a Type B corporation pursuant to section 201 of the Not-For-Profit Corporation Law.

7. The names and addresses of the initial directors of the corporation are as follows:

Howard K. Fishman
450 Passaic Avenue
Passaic, New Jersey 07055

Suzanne Fishman
450 Passaic Avenue
Passaic, New Jersey 07055

Sigfried Bessler
72-46 137th Street
Flushing, New York 11367

2012 FEB 17 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

8. Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC § 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

9. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

10. No substantial part of the activities of the corporation shall be carrying on

propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

11. In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purposes, subject to an order of a Justice of the Supreme Court of the State of New York.

12. In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code; and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code; retain any excess business holdings as defined in section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code; or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

13. No corporation having the power to solicit contributions for charitable purposes may solicit contributions for any purpose for which approval of such solicitation is required under the provisions of §404 of this chapter unless the certificate specifically makes provision for such solicitation and the required written approval is endorsed on or annexed to such certificate or unless the corporation is among those referred to in §172-a of the executive law. If such approval is not obtained and the corporation continues to solicit or receive contributions for such purpose or

FILED
2012 FEB 17 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

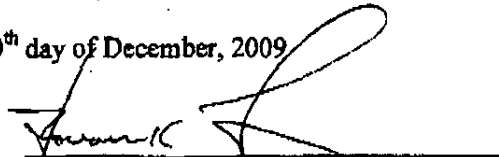
advertises that it has obtained such approval, the attorney general, at the request of the officer or body authorized to grant such approval, shall maintain an action or proceeding pursuant to the provisions of subparagraph one of paragraph (a) of §112 of this chapter. Such an action may also be maintained in relation to a corporation hereinafter incorporated if the name, purposes, objects of the activities of such corporation may, in any manner, lead to the belief that the corporation possesses or may exercise any of such purposes.

14. The office of the corporation is to be located in the City of New York, County of Queens, State of New York.

15. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

Sigfried Bessler
72-46 137th Street
Flushing, New York 11367

IN WITNESS WHEREOF, the undersigned incorporator being at least eighteen years of age has executed and signed this certificate this 30th day of December, 2009



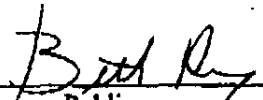
Howard K. Fishman
450 Passaic Avenue
Passaic, New Jersey 07055

FILED
2012 FEB 17 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss.:

On this 30th day of December, 2009, before me personally came Howard K. Fishman who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.



Notary Public

BETH REX
Notary Public, State of New York
NO. 31-4928883
Qualified in New York County
Commission Expires April 4, 20 10

FILED

2012 FEB 17 AM 8:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

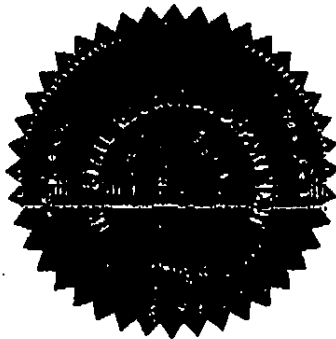
CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing of the annexed certificate of incorporation
of Yeshivat Ohr Yerushalayim, Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law,
the Business Corporation Law, the Limited Liability Company Law or any other applicable
statute.

This consent is issued solely for purposes of filing the annexed document by the
Department of State and shall not be construed as approval by the Board of Regents, the
Commissioner of Education or the State Education Department of the purposes or objects of such
entity, nor shall it be construed as giving the officers or agents of such entity the right to use the
name of the Board of Regents, the Commissioner of Education, the University of the State of
New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.

DAVID M. STEINER
Commissioner of Education

By:

Kathleen Marinelli
Kathleen Marinelli

Commissioner's authorized designee

Date

1/25/10

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 FEB 17 AM 8:54

FILED

100312000590

Certificate of Incorporation

Of

Yeshivat Ohr Yerushalayim, Inc.

Under Section 402 of the Not-For-Profit Corporation Law

FILED

2010 MAR 12 PM 12:34

1cc
**STATE OF NEW YORK
DEPARTMENT OF STATE**

FILED MAR 12 2010

TAXS

Y:

Queens

Filed by: Howard K. Fishman
c/o Rafter and Associates PLLC
29 Broadway, 14th Floor
New York, New York 10006

TYPE B
R

FILED

2012 FEB 17 AM 8:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 MAR 11 PM 2:07

619