

Division of Corporations

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Number : I20000000262  
Phone : (954) 462-9500  
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## LIMITED LIABILITY COMPANY

DPHDS JEWISH COMMUNITY HIGH SCHOOL, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION OF  
DPHDS JEWISH COMMUNITY HIGH SCHOOL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company is DPHDS Jewish Community High School, LLC (the "Company").

**ARTICLE II  
PURPOSE**

(a) The Company is not formed for pecuniary profit or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Company is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Company is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Company's sole member, The Hebrew Day School of Fort Lauderdale, A Private School, Inc., a Florida not-for-profit corporation ("School"). The Company, in connection with furthering its stated purposes, shall limit its activities to those consistent with the purposes of the School and the School's not-for-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

(b) The Company shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

Filed by: Louise J. Allen  
Stearns Weaver Miller Weissler  
Alhadeff and Sitterson, P.A.  
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ARTICLE III  
ADDRESS

The mailing address and street address of the principal office of the Company is 6511 West Sunrise Boulevard, Sunrise, Florida 33313.

ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Louise J. Allen, Esq.	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 200 East Broward Boulevard, Suite 1900, Fort Lauderdale, Florida 33301

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ARTICLE V  
MEMBERS

(a) The initial sole member of the Company is The Hebrew Day School of Fort Lauderdale, A Private School, Inc.

(b) A member of the Company shall not cease to be a member of the Company upon the occurrence of an event specified in Florida Statutes Section 608.4237.

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ARTICLE VI  
MANAGEMENT COMMITTEE

The Company shall be a manager-managed company. The Management Committee shall be appointed as provided in the Operating Agreement of the Company as in effect from time to time.

ARTICLE VII  
TERM

The Company shall have perpetual existence.

ARTICLE VIII  
DISSOLUTION

Upon dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company by contribution exclusively to The Hebrew Day School for Fort Lauderdale, A Private School, Inc., a Florida not-for-profit corporation, or one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE IX  
NO PERSONAL LIABILITY

The managers, officers and agents of the Company shall not be held personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official and authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers and agents, to the fullest extent permitted by law.

ARTICLE X  
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its Managers, other private persons or for-profit corporations, except that the Company 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 II herein.

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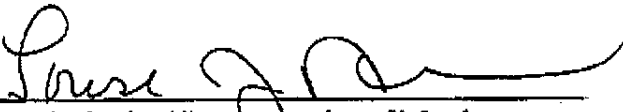
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ARTICLE XI  
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 4<sup>th</sup> day of April, 2001.

By:   
Authorized Representative of Member

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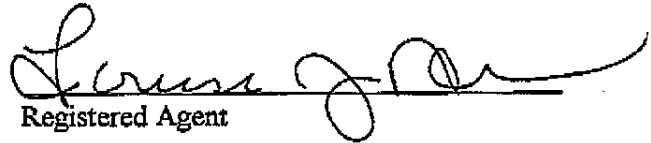
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**ACCEPTANCE OF  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for DPHDS Jewish Community High School, LLC at the place designated in this certificate, 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 relating 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

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