

N00000008321
FILED

RICK LEONE, P.A.
• ATTORNEYS AT LAW •

3230 STIRLING ROAD
HOLLYWOOD, FL 33021

TELEPHONE: (954) 965-8222
FAX: (954) 965-8225

00 DEC 12 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certified By The Florida Bar
As A Specialist In
Matters Involving
Issues Of Tax Law

December 6, 2000

Certified Mail

Secretary of State
State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000003497430--3
-12/12/00--01084--004
*****78.75 *****78.75

RE: Tikvah Veshalom, Inc.

To Whom It May Concern:

We have enclosed one original and one copy of the Articles of Incorporation in connection with Tikvah Veshalom, Inc., a not-for-profit corporation. Also enclosed is check number 1056 made payable to the Secretary of State in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation. When the Articles have been filed, please forward a certified copy of same to the undersigned in the self-addressed envelope we have enclosed.

Thank you for your cooperation in this matter and if you have any questions, please do not hesitate to contact our offices.

Sincerely,



FREDERICK LEONE, JR.
For the Firm

RSC:bjc
Enclosures
cc: Mr. Itzik Levy

12/18/00

ARTICLES OF INCORPORATION
OF
TIKVAH VESHALOM, INC.

FILED
00 DEC 12 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of establishing a not-for-profit corporation, does hereby declare the following:

ARTICLE I: NAME

The name of the corporation is **Tikvah veShalom, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The mailing address of this corporation shall be:

3100 North 29th Court
Hollywood, FL 33020

ARTICLE III: NATURE OF CORPORATE BUSINESS

A. This corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Florida Not-For-Profit Corporation Act exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding other provisions 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 by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal

Revenue Law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

B. The corporation's activities and business shall be restricted as follows:

- (1) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- (2) All corporate property is irrevocably dedicated to the purposes set forth in Paragraph A. of this Article. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
- (3) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization or organizations which are organized and operated exclusively for charitable, religious, scientific testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.
- (4) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law.

- (5) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.
- (6) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.
- (7) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.
- (8) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3230 Stirling Road, Hollywood, Florida and the name of the initial registered agent of this corporation at that address is Frederick Leone, Jr., Esquire.

ARTICLE V: INITIAL BOARD OF DIRECTORS

The corporation shall initially have three (3) directors who shall hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified in accordance with procedures set forth in the By-Laws of the Corporation, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation, but shall never be less than three (3). The names and addresses of the Directors are:

Itzik Levy
3100 North 29th Court
Hollywood, FL 33020

Diana Levy
3100 North 29th Court
Hollywood, FL 33020

Rabbi Zvi Berkowitz
420 Lincoln Road, Suite 347
Miami Beach, FL 33139

ARTICLE VI: INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Itzik Levy
3100 North 29th Court
Hollywood, FL 33020

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII: AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; provided, however, that no such amendment or revocation shall be made if said amendment or revocation shall cause the corporation to lose its status as a not-for-profit corporation under Chapter 617, Florida Statutes, or its qualification for exemption from taxation under Section 501(c)(3) of the

Statutes, or its qualification for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: Nov. 29, 2000


ITZIK LEVY
Incorporator

**CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
00 DEC 12 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **TIKVAH VESHALOM, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Hollywood, State of Florida, has named Frederick Leone, Jr., Esquire, 3230 Stirling Road, Hollywood, Florida 33021, its agent to accept service of process within Florida.

SIGNATURE: _____
TITLE: Incorporator
DATE: 11/29/00

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE: Frederick Leone Jr.
DATE: 11/29/00