

101000000976
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

SUBJECT: Cong. Or-Hahechal Inc. (a non profit Corporation)
(Proposed Corporate name including suffix)

FILED
01 FEB -9 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check
for:

☐ \$70.00 ☒ \$78.75

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-02/12/01 -01016--002
*****78.75 *****78.75

FROM Chaim Grosz
ADDRESS 909 W 47th Street
CITY/STATE Miami Beach Florida 33140
PHONE (DAY)(305) 531 1047

SMITH FEB 12 2001

ARTICLES OF INCORPORATION
In compliance with Chapter 671, F.S., (Not for Profit)
OF
Cong. Or-Hahechal Inc.

FILED
01 FEB -9 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned natural persons over the age of eighteen (18) years, acting as incorporators, do hereby adopt the following Articles of Incorporation of Cong. Or-Hahechal Inc. (referred to as "the Corporation") under the Florida Non-Profit corporation Act (referred to as "the Act"):

ARTICLE ONE: NAME

The name of the corporation is Cong. Or-Hahechal Inc.

ARTICLE TWO NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE THREE: DURATION

The period of its duration is perpetual.

ARTICLE FOUR: PURPOSE

The general purpose of this corporation and plan of operation shall be to extend and maintain a place of Jewish learning and to teach the Jewish laws and customs as designed and prescribed by the Jewish Sages

And to buy manage, own, convey, and hold real and personal property necessary and proper for a place of public worship and carry on educational and charitable work under rules and regulations of the constitution to be adopted by the congregation of

the above named Corporation, said constitution to be in harmony with these Articles of Incorporation and the laws of the State of Florida.

ARTICLE FIVE: POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. Further, without limiting the foregoing general grant of power, the Corporation shall have these additional powers

1. Have succession to its corporate name.
2. Make and alter by-laws.
3. Carry, at the expense of the Corporation, insurance or make other arrangements for payment of liabilities to protect the Corporation or directors, of officers, members, agents, and employees of the Corporation, or persons serving at the request of the Corporation as representatives of another enterprise, provided that the terms of the insurance or other arrangements are consistent with the provisions of Florida Statute.
4. Make donations for the public welfare *or charitable* scientific, or educational purposes, and in time of war, make donations in aid of war activities.
5. Compromise, participate mediation, submit to arbitration, release with or without consideration
6. Extend time for payment, and otherwise adjust and claims in favor of or against the Corporation.
7. Employ an investment advisor, accountant, broker, advertising agency or broker, attorney, and any other agent, and pay reasonable compensation for all services performed by any of them, as a Corporation expense.

8. Commence or defend any litigation in the Corporate name with respect to the Corporation or any Corporation property, at the expense of the Corporation.

The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

ARTICLE SIX: RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other Corporate income to its members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power:

1. Engage in activities or use Its asset in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include

the publishing or distributing of statements and any other direct or indirect campaign activities...

5. Have objectives that characterize it as an "action organization" as defined by the internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an Organization exempt from taxes under internal Revenue Code Section 501 c (3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

ARTICLE SEVEN: MEMBERSHIP

The Corporation shall have one class of members as provided for and described in the By-Laws of the Corporation.

ARTICLE EIGHT: INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of the Corporation is

4141 Nautilus Drive, Suite 3E, Miami Beach, Florida 33140

The name of the Initial Registered Agent for service at this office is

Benjamin Glueck.

ARTICLE NINE: BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided for in the By-Laws. The initial Board of Directors shall consist of three persons. The number of directors may not be decreased below this number, but may be increased *by amendment* of the By-Laws of the Corporation. In electing directors, members shall not be permitted to cumulate their votes by giving one

candidate as many votes as the numbers of directors to be elected or by distributing the same number of votes among *any* number of candidates. The initial Board of Directors shall consist of the following persons at the following addresses:

Benjamin Glueck	4141 Nautalis Drive,	Miami Beach Florida 33140
Devorah Kaufman	1975 Alton Road,	Miami Beach, Florida 33139
Chaim Grosz	909 W 47 th Street	Miami Beach, Florida 33140

ARTICLE TEN LIMITATION OF LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damage for an act or omission in the Director's capacity as director, except to the extent provided for by a statute and for criminal acts.

ARTICLE ELEVEN: INDEMNIFICATION

The Corporation may indemnify a person who *was*, is, or is threatened to be made a named defendant or respondent In litigation or other proceedings because the person is or was a director or other person related to the Corporation. As provided in the By-Laws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE TWELVE: CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority, shall refer to the authorities cited or their successors, as they may be amended from time to time.

ARTICLE THIRTEEN: INCORPORATORS

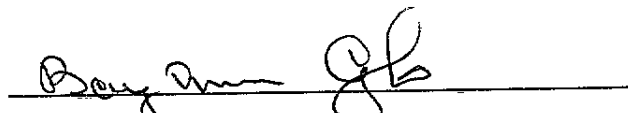
The name and street address of the incorporators are

Benjamin Glueck	4141 Nautilus Drive,	Miami Beach Florida 33140
Devorah Kaufman	1975 Alton Road,	Miami Beach, Florida 33139
Chaim Grosz	909 W 47 th Street	Miami Beach, Florida 33140

IN WITNESS WHEREOF, I have hereunto set my hands and seals in the County of Dade, State of Florida, before me on this 7th day of February, 2001.


Benjamin Glueck Director

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION
AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.


Benjamin Glueck Registered Agent

FILED
01 FEB -9 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA


STATE OF FLORIDA)

) ss

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Benjamin Glueck, who is well known to me, to be the persons who executed the foregoing Certificate of Incorporation of Cong. Or-Hahechal Inc. and he acknowledged before me that he has executed the same for the purpose therein set forth.

AFFIRMED TO AND SUBSCRIBED to me on this the 7th day of February 2001


MY COMMISSION EXPIRES:

Prepared by:

Chaim Grosz

909 W. 47th Street

Miami Beach, Florida 33140

(305) 531-1047

