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NON
FLORIDA PROFIT CORPORATION OR P.A.
OHEL CHAIM, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
OHEL CHAIM, CORP.

⑦

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME AND LOCATION

The name of the Corporation is **OHEL CHAIM, CORP.**, located at 2901 S.W. 8th Street, Miami 33135

ARTICLE II - NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No party of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSES

The Corporation is organized, and shall be operated exclusively for the advancement of issues pertaining to the Jewish faith and religion, which may include, but not be limited to, schools, synagogues and cultural centers, and shall legally engage in the following business purposes:

- A. This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. This corporation shall engage in all aspects of civic and business life so as to promote the legitimate affairs concerning the business, education and religious concerns of the Jewish community.

Prepared By:
Raul R. Delgado De Armas, Esq.
600 Brickell Avenue Suite 500
Miami, Florida 33131.
Florida Bar No. 793329

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- C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation 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 IV (Purposes) hereof.

ARTICLE VI - MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting members of one or more classes, who shall be admitted in such manner as who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME	ADDRESS
FAUSTO LOSANA PELAEZ	8777 Collins Avenue Apt.1010 Surfside, Florida 33154
EUGENIA LOSANA	8777 Collins Avenue Apt.1010 Surfside, Florida 33154

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Raul R. Delgado De Armas, Esq.
600 Brickell Avenue Suite 500
Miami, Florida 33131.
Florida Bar No.793329

Marcelo Rajtman

5825 Collins Avenue Penthouse-J
Miami Beach, Florida 33140

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2901 S. W. 8 Street Suite 207, Miami, Florida 33135 and the name of its initial Registered Agent at that address is Fausto Losana Pelaez.

ARTICLE VIII - INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

NAME	ADDRESS
FAUSTO LOSANA PELAEZ	8777 Collins Avenue Apt.1010 Surfside, Florida 33154
EUGENTIA LOSANA	8777 Collins Avenue Apt.1010 Surfside, Florida 33154
Marcelo Rajtman	5825 Collins Avenue Penthouse-J Miami Beach, Florida 33140

ARTICLE IX - OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Legal Advisor and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer

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shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

NAME	TITLE
FAUSTO LOSANA PELAEZ	8777 Collins Avenue Apt.1010 Surfside, Florida 33154-President
EUGENIA LOSANA	8777 Collins Avenue Apt.1010 Surfside, Florida 33154-Treasurer
Marcelo Rajtman	5825 Collins Avenue Penthouse-J Miami Beach, Florida 33140-VP

ARTICLE X - INCORPORATORS

The name and address of each Incorporator is as follows:

Fausto Losana Pelaez	2901 S.W. 8 Street Suite 207 Miami, Florida 33135
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ARTICLE XI - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless specific provisions for amendments are adopted by the Corporation pursuant to law.

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600 Brickell Avenue Suite 500
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ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

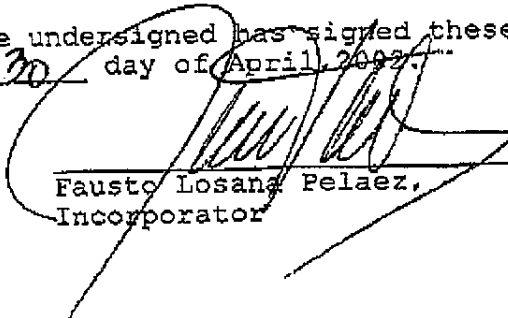
ARTICLE XV - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE XVI - NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 30 day of April, 2002.



Fausto Losana Pelaez,
Incorporator

STATE OF FLORIDA)
 ss
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared Fausto Losana Pelaez, well known to me to be the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that she executed said instrument for the purposes therein expressed.

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Witness my hand and official seal this 30 day of April, 2002, in the aforesaid County and State.



NOTARY PUBLIC, State of Florida
at Large.

Print Name: _____



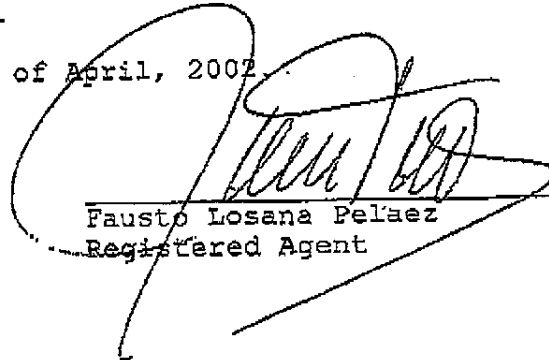
Raul R. Delgado De Armas
My Commission 00062706
Expires August 26, 2005

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of OHEL CHAIM CORP., which is contained in the foregoing Articles of Incorporation.

Dated this 30 day of April, 2002.



Fausto Losana Pelaez
Registered Agent

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