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LAW OFFICES
CHARLES Z. KALCHMAN
17071 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FLORIDA 33160

MEMBER NEW YORK & FLORIDA BAR

TELEPHONE: (305) 945-1851
(305) 937-5134
FACSIMILE: (305) 944-1717
E-MAIL: cz@kalchman.com

December 3, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Orthodox Rabbinate of North Dade, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of the above referenced corporation together with my attorney's check in the amount of \$78.75 on account of the state filing fee and one certified copy of the enclosed articles. A self-addressed stamped envelope is enclosed for your convenience in returning the certified copy to our offices.

Thank you for your attention to this matter.

Very truly yours,



Charles Z. Kalchman
CZK/ei

cc: Rabbi Abraham Groner

**ARTICLES OF INCORPORATION
OF
ORTHODOX RABBINATE OF NORTH DADE, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I

The name of the Corporation shall be ORTHODOX RABBINATE OF NORTH DADE, INC. , and its principal place of business and mailing address shall be 1870 N.E. 187th Street, North Miami Beach, Florida 33179.

ARTICLE II

The object, business, and purpose of this corporation is non-political and is organized exclusively for charitable, religious, and educational purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue law); further to provide religious leadership to the Jewish communities of Miami-Dade County, Florida; to supervise and endorse Kosher food establishments; to establish and support existing institutes and schools for religious instruction; to devote and promote a spirit of brotherhood and a closer association between the members of the Corporation, and to uphold and maintain the Constitution of the United States of America and all the subdivisions thereunder; to assist in charitable work of any nature deemed beneficial and to the best interest of the Corporation and to society

as a whole, and to raise funds for carrying the same into effect in any manner allowed by the constitution and By-Laws of the Corporation, and permitted under the laws of the State of Florida and the Constitution of the United States of America; and to take, manage, hold and dispose of the property, real and personal of the Corporation. The Corporation shall not serve to facilitate the transaction of specific business by its members or promote the private interests of any members, or engage in any activities which would constitute regular business of a kind ordinarily carried on for profit.

ARTICLE III

No part of the activities of the Corporation shall be for carrying on propaganda, or participating in, or intervening in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activity not permitted to be carried on by (A) a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or (B) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States Internal Revenue law. Further, the Corporation shall not participate, carry on propaganda or intervene in any political campaign for or against any public office.

ARTICLE IV

The existence of the Corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE V

The governing body of this corporation shall be called the Board of Directors.

The Board of Directors shall consist of not less than three (3) members. The number of Directors and their election shall be in accordance with the terms of the By-Laws of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Rabbi Abraham Groner	1870 N.E. 187 th Street North Miami Beach, FL 33179
Rabbi David Lehrfield	1345 N.E. 171 st Street North Miami Beach, FL 33162
Rabbi Joseph Marlow	1122 N.E. 176 th Street North Miami Beach, FL 33162
Rabbi Jonathan Horowitz	7000 Island Boulevard Aventura, FL

ARTICLE VI

The names of the persons who are to serve as Officers until the first election are:

<u>Name</u>	<u>Title</u>
Rabbi Abraham Groner	President
Rabbi David Lehrfield	Vice President
Rabbi Joseph Marlow	Treasurer
Rabbi Jonathan Horowitz	Secretary

ARTICLE VIII

The Corporation shall have members who will be required to follow the By-Laws of the Corporation.

ARTICLE IX

The By-Laws of the Corporation are to be made, altered or rescinded by not less than a majority of the members of the Corporation.

ARTICLE X

These Articles of Incorporation may be amended by the act of the members of the Corporation wherein such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE XI

The name and address of the Incorporator is RABBI ABRAHAM GRONER, 1870 N.E. 187th Street, North Miami Beach, Florida 33179.

ARTICLE XII

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the Corporation's assets, and the residual assets of the Corporation shall be distributed to one or more organizations which are themselves, tax exempt organizations as described under Section 501(c)(3) and Section 170 (c)(2) of the

Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual, except that recordable compensation may be paid for services rendered to or for the Corporation affecting one or more of its' purposes, and no member, officer, director or any private individual shall be entitled to share in the distribution of the Corporation's assets on dissolution of the Corporation.

ARTICLE XIV

The name and street address of the registered agent is: RABBI ABRAHAM GRONER, 1870 N.E. 187th Street, North Miami Beach, FL 33179.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the Corporation, has executed these Articles of Incorporation on this 3RD day of December, 2002.

By: 
RABBI ABRAHAM GRONER, Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)SS:

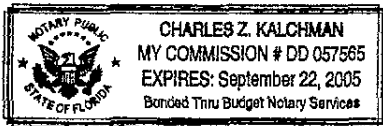
BEFORE ME, the undersigned authority, personally appeared, RABBI ABRAHAM GRONER, to me known to be the person described in and who executed the foregoing

instrument and he acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal at Miami Beach, Florida on this 3rd day of December, 2002.

Charles Z. Kalchman
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named as Registered Agent of the above Corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, does hereby accept and agree to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Chapter 48, relative to keeping said office open.

By: Rabbi Abraham Groner
RABBI ABRAHAM GRONER, Registered Agent

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TALLAHASSEE, FLORIDA
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This instrument prepared by:
CHARLES Z. KALCHMAN, ESQ.
17071 W. Dixie Highway
North Miami Beach, FL 33160
Telephone (305) 937-5134