

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.
Account Number : I20000000078
Phone : (305) 358-0050
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FLORIDA NON-PROFIT CORPORATION

TEMPLE BETH AM CAPITAL CAMPAIGN FUND, INC.

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ARTICLES OF INCORPORATION
OF
TEMPLE BETH AM CAPITAL CAMPAIGN FUND, INC.
A Not For Profit Corporation

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03 SEP 10 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I. NAME

The name of this Corporation is the Temple Beth Am Capital Campaign Fund, Inc.

Article II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

Temple Beth Am Capital Campaign Fund, Inc.
5950 N. Kendall Drive
Miami FL 33156-9099

Article III. ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617, Florida Statutes.

Article IV. PURPOSE

A. This Corporation is organized and shall be operated exclusively for religious, charitable, educational, and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

B. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth in these Articles.

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C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0835, Fla. Stat. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, educational, and recreational purposes.

Article V. DURATION

This Corporation shall have a perpetual existence.

Article VI. MEMBERSHIP

If the Corporation shall have members, the number of members, their qualifications and the manner of their admission shall be prescribed from time to time by the Board of Directors in

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an amendment to the Bylaws of the Corporation. No member may have a vested interest in any assets of the Corporation.

Article VII. BOARD OF DIRECTORS

The initial board of directors shall consist of the President, Executive Vice President, and Treasurer of Temple Beth Am, Inc., a Florida Not For Profit Corporation, which directors shall serve until their successors are appointed in the manner set forth in the Bylaws of the Corporation.

Article VIII. DISSOLUTION

This Corporation shall be dissolved and its affairs concluded in the manner prescribed by law. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, and recreational purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Code. No part of such property or assets shall ever inure to the benefit of, or be distributable to, any director, member, officer or other private individual. Upon dissolution, winding up or abandonment of the Corporation, provision for payment of all debts and liabilities of the Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remain any Corporate assets, such assets shall be disposed of in such manner or to such organization or organizations organized and operated exclusively for religious, charitable, educational, recreational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of exclusively for such purpose by the circuit court of the county in which the principal office of the Corporation is then located, or to such organization or

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organizations as such court shall determine.

Article IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at such address is:

Karen Kammer
Mitrani, Rynor, Adamsky & Macaulay, P.A.
One Southeast Third Avenue
Suite 2200
Miami, Florida 33131

who, upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

Article X. INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Karen Kammer	Mitrani, Rynor, Adamsky & Macaulay, P.A. One Southeast Third Avenue Suite 2200 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of September 2003.


Karen Kammer, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is: Temple Beth Am Capital Campaign Fund, Inc.
2. The name and address of the registered agent and the registered office is:

Karen Kammer
Mitrani, Rynor, Adamsky & Macaulay, P.A.
One Southeast Third Avenue
Suite 2200
Miami, Florida 33131

Pursuant to Sections 48.091 and 607.0501, et seq., Fla. Stat., the undersigned has been named to act as the registered agent of Temple Beth Am Capital Campaign Fund, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: September 10, 2003.


Karen Kammer, Registered Agent

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