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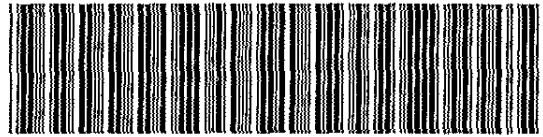
(Business Entity Name)

(Document Number)

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10-14

TRANSMITTAL LETTER

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

SUBJECT:

Derech Yesharim of B'nai Torah, Inc.

Enclosed are an original and one(1) copy of the articles of incorporation and a check for : \$78.75 to cover Filing Fee for, Certificate of, and Certified Copy of, Articles of Incorporation

FROM:

David I. Caplan
247 SE 3rd Avenue
Delray Beach FL 33483-4511
Daytime Telephone: 561-330-3269

Enclosed are the original and one copy of the Articles.

ARTICLES OF INCORPORATION

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

ARTICLE I: NAME of CORPORATION

The name of the corporation shall be:

Derech Yesharim of B'nai Torah, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o James Nagin

6511 Brava Way

Boca Raton FL 33433

ARTICLE III: PURPOSES

The purposes for which the corporation is organized are:

1. To promote and elevate the integrity and honesty, the path of the righteous ("derech yesharim"), of the employees, officers, directors, committee members, and congregation members of B'nai Torah Congregation of Boca Raton, Inc.;
2. To educate the employees, officers, directors, committee members, and congregation members of B'nai Torah regarding their derech yesharim responsibilities;
3. To help defray the legal expenses of those who appear worthy thereof in their derech yesharim activities, efforts, or endeavors, as well as of those who are suffering as a consequence of these activities, efforts, or endeavors;

4. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code.

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are tax deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV: MANNER OF ELECTION of DIRECTORS

The manner in which the directors are elected or appointed shall be stated in the Bylaws.

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

James Nagin
6511 Brava Way
Boca Raton FL 33433

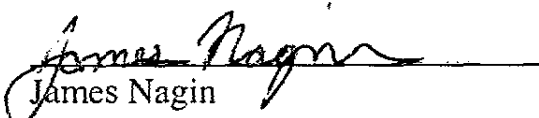
ARTICLE VI: INCORPORATOR

The name and address of the Incorporator is:

David I. Caplan
247 SE Third Avenue
Delray Beach FL 33483-4511

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent:


James Nagin

Date: October 5, 2003

Signature/Incorporator:


David I. Caplan

Date: October 05, 2003