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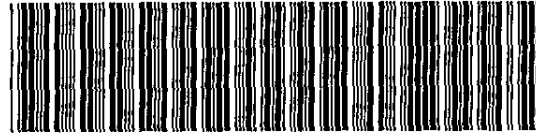
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DIVISION OF CORPORATION

CAPITAL CONNECTION, INC.

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The Adventure-Turnberry
Jewish Center Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

THE AVENTURA-TURNBERRY JEWISH CENTER FOUNDATION, INC.

The undersigned hereby associate themselves to form a corporation for charitable purposes under the provisions of Chapter 617 of the Florida Statutes, and for such purposes they adopt the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME AND DURATION

1. The name of the corporation shall be The Aventura-Turnberry Jewish Center Foundation, Inc., by which it may sue and be sued, contract and be contracted with, and employ a corporate seal. The Aventura -Turnberry Jewish Center Foundation, Inc., is hereinafter referred to as the "Foundation".
2. The corporate existence of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.
3. The initial principal office and place of business of the corporation shall be located at 20400 NE 30th Avenue, Aventura, Florida 33180 although the corporation may maintain an office elsewhere.

ARTICLE II

OBJECT

The Foundation is an independent not for profit organization whose corporate purpose is to provide a vehicle for gathering contributions to build a permanent fund to perpetuate the Aventura-Turnberry Jewish Center Beth Jacob, Inc. ("ATJC") as a house of worship, education, and assembly for Jewish life in the Aventura area.

The purpose of the Foundation is to receive, hold, invest and administer property and to make expenditures to or for the benefit of the Aventura-Turnberry Jewish Center in the form of money, and other forms of property and services to ATJC.

The purpose for which the Foundation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization under Section 237.40, Florida Statutes, as amended.

ARTICLE III

POWERS

1. To solicit, receive, and hold by gift, bequest, devise, grant, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.
2. To act and perform the duties of trustee or act in any other fiduciary capacity under any deed or trust, will, codicil, agreement, whether oral or written or other instrument incidental to and for the purpose of carrying out any lawful purpose of the Foundation and to obligate itself to perform and execute any and all such conditions or trusts.
3. To make contributions, grants, gifts, and transfers of property, both real and personal, either outright or in trust, to or for the benefit of the ATJC, or to or for the benefit of other organizations identified, associated with and approved by ATJC which are tax exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto. However, the Foundation's transfers shall not exceed a maximum of 5% of the corpus or income, whichever is greater, per year.
4. In general to do and perform all things necessary and to have all powers necessary as provided under Chapter 617 of the Florida Statutes, needful or desirable to encourage, promote and provide with funds obtained, opportunities for ATJC to serve the Jewish Community of South Florida. The Board of Directors of the Foundation shall have full power to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of the funds in the best manner adapted to the conditions of the time and to the needs of ATJC; provided, however, that the transactions of the corporation shall at all time be related to the general purposes included in the previous sections.
5. No substantial part of the activities of this corporation shall be for the carrying on propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office, nor shall this corporation engage in any transactions, accumulation of funds, or any other activities prohibited to tax exempt charitable organizations at that time by the Internal Revenue laws and other laws of the United States of America, or any laws of the State of Florida, or any other state or country where such activities

of this corporation are conducted.

6. No part of the net earnings of this corporation shall inure to the benefit of any director, officer or private individual except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the corporation for the accomplishment of its purposes. No dividend shall ever be declared or paid by this corporation.
7. The identity of donors and information identifying donors and prospective donors are exempt for the provisions of Chapter 119, pursuant to Section 237.40(4), Florida Statutes.

ARTICLE IV

MEMBERS

The membership of the corporation shall be no less than five (5) nor more than fifteen (15) and the original incorporators shall choose the first members. Existing members shall elect other members and shall fill vacancies caused by deaths, resignations and other causes.

ARTICLE V

INCORPORATORS

The names and places of residence of the subscribers and incorporators who are to serve as the initial directors are as follows:

Mark Gordon
19951 NW 39th Place
Aventura, Florida 33180

Laurence Herrup
326 71st Street
Miami Beach, Florida 33141

Jan Lederman
P.O. Box 222555
Hollywood, Florida 33022

Marc Gidney
326 71st Street
Miami Beach, Florida 33141

Jeffrey Perlow
20026 NE 36th Place
Aventura, Florida 33180

Akiva Segal
Bank Leumi
800 Brickell Avenue
Suite 1400
Miami, Florida 33131

William Landa
19955 NE 38th Court
Aventura, Florida 33180

Barry Gurland
American Express
19495 Biscayne Blvd.
Suite 400
Aventura, Florida 33180

Benjamin R. Metsch
1455 NW 14th Street
Miami, Florida 33125

Dr. Amir Baron
c/o Aventura Turnberry Jewish Center
20400 NE 30th Avenue
Aventura, Florida 33180

Eugene Kessler
19955 NE 38th Ct.
Suite 3202
Aventura, Florida 33180

ARTICLE VI

BOARD OF DIRECTORS

1. The affairs and business of the corporation shall be conducted by the Board of Directors of the Foundation, composed of not fewer than five (5) nor more than fifteen (15) members, the exact number of which shall be fixed by the Board of Directors of the Foundation, one of whom shall be elected Chairman and another Vice-Chairman. A Treasurer shall also be elected by the Board of Directors. A Secretary shall also be elected by the Board of Directors.

The first Board of Directors of the Foundation shall be elected by the incorporators of the corporation at a meeting to be held within six (6) months of the date of these Articles of Incorporation, at such time and place and in such a manner as may be directed by the Chairman and the temporary Board of Directors of the Foundation, and annually thereafter in accordance with the provisions set out in the by-laws. In the event of a vacancy on the Board of Directors of the Foundation by reason of death, resignation or termination, the Board of Directors of the Foundation shall be authorized to fill such vacancy.

2. The Board of Directors of the Foundation shall establish an Executive Committee.
3. No less than annually, the corporations shall meet and review its goals with ATJC.

ARTICLE VII

INITIAL MEMBERS

The names and members of the Board of Directors of the Foundation and the officers of the Corporation who shall manager the business of this corporation until the first election is held and the positions are filled are identified in Article V.

ARTICLE VIII

BY-LAWS

The by-laws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors of the Foundation.

ARTICLE IX

AMENDMENTS TO ARTICLES

These Articles of Incorporation can be amended by the Directors at the regular annual meeting or

at a special Board meeting called for that purpose. Such action shall be effected upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to attorney's fees and amounts of judgements against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer, in any such action, suit or proceeding be finally adjudged liable for actual misconduct in their performance of their duties as a director or officer; or (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with the knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceeding, or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law.

ARTICLE XI

CAPITAL STOCK

The Foundation shall have no capital stock, and no Director or Officer shall have any right or title to any asset of the Foundation.

ARTICLE XII

EXEMPTION OF MEMBERS, DIRECTORS, AND OFFICERS FROM PERSONAL LIABILITY

The private property of all Members, Directors and Officers of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

ARTICLE XIII

NON-DISCRIMINATION

No person shall; on the basis of race, color, sex, national origin, marital status, handicap, age or religion; be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program, activity, employment condition, or practice conducted by this corporation, except as provided by law.

ARTICLE XIV

DISSOLUTION

1. The Board of Directors of the Foundation shall have the irrevocable power and authority by majority vote at any regularly called or special meeting of said Board to unilaterally cause the dissolution of this corporation in accordance with Section 617.05, Florida Statutes.
2. Upon the dissolution of the Foundation, all of its assets remaining after payments of all costs and expenses of such dissolution shall be distributed to ATJC for the exclusive use and benefit of ATJC, or any successor thereto which qualifies as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto, such assets to be used exclusively in keeping with the goals and purposes of the Foundation as stated in Article II of this document. Upon dissolution of the Foundation, none of the assets shall be distributed to any member, director or officer of the Foundation.

ARTICLE XV

DESIGNATION OF REGISTERED AGENT

Be it known that Benjamin R. Metsch is hereby designated as the registered agent for the Aventura-Turnberry Jewish Center Foundation, Inc. The registered agent office is located at 1455 NW 14th Street, Miami, Florida 33125.

IN WITNESS WHEREOF, witness our hands this 2nd day of March, 2004.

Benjamin R. Metsch
Initial Incorporator



(Signature)

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared:

Benjamin R. Metsch

To me know to be the person described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

Witness my hand and official seal this 2nd day of March, 2004.

The undersigned, Benjamin R. Metsch, hereby accepts the above designation to serve as the registered agent of the Aventura-Turnberry Jewish Center Foundation, Inc.



Signature of Registered Agent



Date