

N060000000796

Florida Department of State  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SYNAGOGUE BET OVADIA, INC.

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Amended  
& Certified  
May 22-06



May 23, 2006

FLORIDA DEPARTMENT OF STATE  
Division of CorporationsSYNAGOGUE BET OVADIA, INC.  
3713 MAIN HWY  
COCONUT GROVE, FL 33133SUBJECT: SYNAGOGUE BET OVADIA, INC.  
REF: N06000000796

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Carol Mustain  
Document SpecialistFAX Aud. #: H06000140295  
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P.O. BOX 6327 - Tallahassee, Florida 32314

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Amended and Restated  
**ARTICLES OF INCORPORATION**  
FOR  
**SYNAGOGUE BET OVADIA, INC.**

FILED  
06 MAY 22 PM 1:52  
SECRETARY OF  
TALLAHASSEE

The undersigned, for the purpose of forming a Corporation in Compliance with Florida Statutes Chapter 617, hereby makes, acknowledges, and files the following Amended and Restated Articles of Incorporation, which Amendment and Restatement was adopted by the Board of Directors and does not contain any amendments requiring member approval:

**ARTICLE I**  
**NAME**

The name of the corporation is SYNAGOGUE BET OVADIA, INC. ("hereinafter referred to as the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The mailing address and principal place of business is 3713 Main Highway, Coconut Grove, Florida 33133 or in any other city in the State of Florida designated by the Board of Directors from time to time.

**ARTICLE III**  
**PURPOSES AND POWERS**

The purpose of the Corporation shall be to conduct religious services and educational services with in the tenants of the Orthodox Jewish faith. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV**  
**DIRECTORS**

The Corporation shall have three (3) directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but

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the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 IX**  
**EFFECTIVE DATE**

The company's duration shall commence upon the filing of these Articles of Incorporation with the Department of State and shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this day of May 2006.

By:   
Menachem M. Fellig

**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent and to accept service of process for the above stated Corporation in the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Menachem Fellig  
3713 Main Highway  
Coconut Grove, FL 33133

5/22/06  
Date

By:   
Menachem Fellig

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