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FLORIDA PROFIT/NON PROFIT CORPORATION

BETH ELIAHOU FOUNDATION, INC. A FLORIDA NON-PROFIT C

Certificate of Status	1
Certified Copy	1
Page Count	05
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Electronic Filing Menu

Corporate Filing Menu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
BETH ELIAHOU FOUNDATION, INC.
A FLORIDA NON-PROFIT CORPORATION**

The undersigned person, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is: **CREE FOUNDATION, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address of this corporation shall be: 17150 N. Bay Road, #2506, Sunny Isles, Florida 33160.

ARTICLE III. PRINCIPAL MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: 29143 Oak Creek Lane, #103, Agoura Hills, CA 91301.

ARTICLE IV. CORPORATE DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The corporation is a not for profit corporation. The purposes for which the corporation is organized are exclusively for the prevention of cruelty to children and for religious, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V. NO MEMBERS.

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and the Florida street address of the initial registered agent and office are:

- Frank Eamsalem, 17150 N. Bay Road, #2506, Sunny Isles, Florida 33160.

ARTICLE VII. CORPORATE POWERS - APPOINTMENT OF DIRECTORS

Notwithstanding any other provisions of these articles, this organization shall not carry any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The powers of this corporation shall be exercised, its property controlled and its affairs conducted by a board of directors. The number of directors of the corporation shall be seven (7) provided, however, that such number might be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors of this corporation shall be elected by a majority vote of the members of this corporation. Said vote shall take place each and every year at the annual meetings of the corporation. Annual meetings shall be held at such place and time as the board of directors may designate from time to time by resolution.

The names and residential addresses of the persons who are to serve as the initial directors are:

1. Frank Eamsalem, 17150 N. Bay Road, #2506, Sunny Isles, Florida 33160.
2. Jennier Ruimy-Amsalem, 17150 N. Bay Road, #2506, Sunny Isles, Florida 33160.
3. Yechiel Yetsari, 17150 N. Bay Road, #2506, Sunny Isles, Florida 33160.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

- Frank Eamsalem, 17150 N. Bay Road, #2506, Sunny Isles, Florida 33160.

ARTICLE IX. OFFICERS

The board of directors shall elect the following officers: president, vice-president, treasurer and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

1. Frank Eamsalem, President, Treasurer, 17150 N. Bay Road, #2506, Sunny Isles, FL 33160.
2. Yechiel Yetsari, Vice-President, 17150 N. Bay Road, #2506, Sunny Isles, FL 33160.
3. Jennifer Ruimy-Amsalem, Secretary, 17150 N. Bay Road, #2506, Sunny Isles, FL 33160.

ARTICLE X. BYLAWS

Subject to limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth thereof in the bylaws of the corporation.

ARTICLE XI. DISTRIBUTION OF PROPERTY UPON DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or shall be distributed to the Federal, State, or Local Government for a public purpose. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XIII. AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of a quorum of members of the corporation.

I, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation at Miami Beach, Florida.

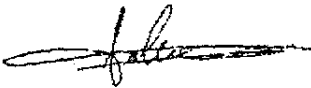
Dated 17 May, 2006.



Frank Eamsalem

Having been named to accept service or process for the above stated corporation, at 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.

Dated: 17 May, 2006



Frank Eamsalem