

# N06000006106

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## FLORIDA PROFIT/NON PROFIT CORPORATION

### The Gardens Synagogue

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**ARTICLES OF INCORPORATION  
OF  
THE GARDENS SYNAGOGUE, INC.**  
in Compliance with Chapter 617, F.S. (Not for Profit)

**ARTICLE I**  
**NAME**

The name of the corporation shall be: THE GARDENS SYNAGOGUE, INC. (the "Corporation").

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

The initial principal place of business and mailing address of the Corporation shall be:

% Toby R. Lewis  
4241 Larch Avenue  
Palm Beach Gardens, FL 33418

**ARTICLE III**  
**PURPOSE**

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized, so far as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "Code"), and only for religious, charitable or educational purposes, but exclusively to serve as an Orthodox house of worship and center for Orthodox Jewish life in the community. The purpose shall be carried out through the maintenance of educational facilities for adults and children and by all other reasonable means necessary to accomplish the purpose. The Rabbinic and lay leadership shall be guided by the principles of Halachah and Orthodox traditions of the written and oral laws of the Torah.

To support the Corporation's purposes, it may also accept, hold, invest, reinvest, use, expend, disburse and administer any gifts and grants, without limitations as to origin, amount or value, and to use, expend, disburse or donate the income or principal thereof for religious, charitable or educational purposes consistent with the Corporation's purposes. The Corporation may establish investment policies, guidelines, etc. in its Bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do everything necessary, suitable, or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the

purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as an individual, association, partnership, limited liability company or other jural person might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

#### **ARTICLE IV** **LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Sections 170, 2055 or 2522.

If the Corporation is at any time considered to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

#### **ARTICLE V** **MANAGEMENT**

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's Bylaws, but shall never be less than the minimum required by law.

#### **ARTICLE VI** **MANNER OF DIRECTORS' ELECTION**

The manner in which the directors are elected or appointed shall be done in accordance with the Corporation's Bylaws.

**ARTICLE VII**  
**INITIAL DIRECTORS/OFFICERS**

The names and addresses of the initial directors and initial officers are:

Toby R. Lewis	President/Director
4241 Larch Avenue	
Palm Beach Gardens, FL 33418	

Barry Umansky	Vice President/Secretary/Director
11707 A Ficus Street	
Palm Beach Gardens, FL 33410	

Morris Kener	Treasurer/Director
94 Dunbar Road East	
Palm Beach Gardens, FL 33418	

**ARTICLE VIII**  
**MEMBERSHIP**

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of the purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. A member shall have voting rights on any matter if he or she has been a member in good standing for at least sixty (60) days prior to the date of that vote.

**ARTICLE IX**  
**INDEMNIFICATION**

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law.

**ARTICLE X**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Toby R. Lewis  
4241 Larch Avenue  
Palm Beach Gardens, FL 33418

*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.*

  
Toby R. Lewis, Registered Agent

June 6, 2006

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the incorporator are:

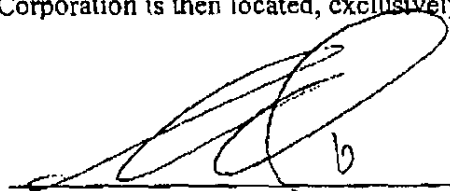
Toby R. Lewis  
4241 Larch Avenue  
Palm Beach Gardens, FL 33418

**ARTICLE XII**  
**EFFECTIVE DATE**

The effective date and time for the filing of the Articles of Incorporation of the Corporation shall be June 1, 2006 at 12:01am.

**ARTICLE XIII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed 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 the foregoing purposes.

  
Toby R. Lewis, Incorporator

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June 6, 2006

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