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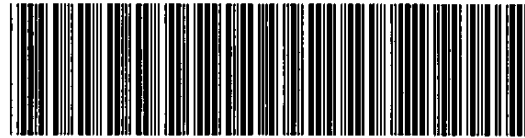
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SECRETARY OF STATE  
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D. WHITE JUL 19 2006

LAW OFFICES OF  
**ALAN F. GONZALEZ, LL.M., P.L.**

Attorney & Counselor at Law  
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Salem Building - Suite 100  
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July 14, 2006

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

**Re: ARTICLES OF INCORPORATION OF BETH ISRAEL MESSIANIC  
SYNAGOGUE, INC.**

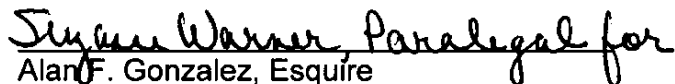
Dear Sir or Madam:

Enclosed herewith please find Articles of Organization for the above-referenced entity. Also enclosed is our check in the amount of \$78.75 to cover the filing fee.

Kindly forward certificates to this office at your first convenience. Thank you for your assistance in this matter.

Very truly yours,

ALAN F. GONZALEZ, LL.M., P.L.

  
Alan F. Gonzalez, Esquire

AFG:scw  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**BETH ISRAEL MESSIANIC SYNAGOGUE, INC.**

The undersigned subscribers to these Articles of Incorporation, a majority of whom are citizens of the United States, and natural persons competent to contract, hereby form a Not-For-Profit Corporation under the Not-For-Profit Laws of the State of Florida.

**ARTICLE I.**  
**Name**

The name of the Corporation shall be:

**BETH ISRAEL MESSIANIC SYNAGOGUE, INC.**

**ARTICLE II.**  
**Duration**

The duration of the Corporation is perpetual.

**ARTICLE III.**  
**Purposes**

The purposes of the Corporation are as follows:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific organization and operation of this Corporation is for the following purposes:

1. To establish, support and maintain a Sephardic Messianic Synagogue which will help all members, visitors and friends alike, to come to the knowledge of the Jewishness of the Gospels and to understand the roots of the Christian faith. To unite both Jew and Gentile to become One, in this community and beyond .
2. **Our Mission:** To lead people into a growing relationship with the God of Abraham, Issac, and Jacob through the Messiah of Israel, Yeshua HaMashiach.

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3. **Our Vision:** To establish a Sephardic Research and Education Institute to help Latinos, as well as Brazilians, to do genealogical research, through historical documents and proven DNA testing, to find their Sephardic Ancestry .Then, help those interested to embrace the cultural roots of their forefathers.
4. **Our Values:** As a response to our faith in Yeshua ben Yosef as Yeshua ben David (the Messiah of Israel) and Lord and Savior of the world, we affirm the following core values:
  - \* A vital part of the vision of Beth Israel Messianic Synagogue is to reach those who are of Sephardic Jewish descent here in our community and around the world. As it is stated in the Tanach, our holy scriptures, in the book of Obidiah Chapter 1 verse 20, the second portion of the sentence, “ and the exile of Jerusalem which is in Sepharad will inherit the cities of the South”. Sepharad, “Iberia” the place of the Jews, became what today is known as Spain. The vast majority of Latinos today if asked where their surnames are from will answer “Spain”. When asked how their names arrived in Spain 99.99% of them have no clue. This is one of the areas where we help to serve the Latino and Brazilian communities in obtaining this knowledge. Along with reaffirming the study of the Torah and the B’rit Hadashah. To be Torah Submissive and Torah Observant. To uphold all the Biblical and Cultural Feasts in accordance with our own Sephardic Traditions. To practice Family values of morality and proper behavior in public or in private, at home or in the work place, in Synagogue or out of Synagogue. And most important of all, the belief in the Jewish concept of a Messiah. We believe

that Yeshua ben Yosef, is Yeshua ben David, the prophesied Messiah of Israel.

We believe that He is the Living Torah and that He is the Son of the One True

Living God of Israel. And under no circumstance or for any reason will we deny

or teach others to deny this claim.

B To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by non-profit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers, or other private persons, but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose. 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 the 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 deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The Corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code.

G. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV.** **Dissolution**

Upon the 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 V.**  
**Members**

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of the members of the Corporation. The bylaws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Gary Fernandez	603 Camellia Court Sanford, Fl. 32773
Barbara A. Fernandez	603 Camellia Court Sanford, Fl. 32773
Jacob D. Fernandez	603 Camellia Court Sanford, Fl. 32773
Jasmine Fernandez	603 Camellia Court Sanford, Fl. 32773

**ARTICLE VI.**  
**Initial Registered Agent, Principal Office and Mailing Address**

The initial registered agent is Gary Fernandez, and the initial registered office is: 603 Camellia Court, Sanford, Fl.. 32773. The principal office and mailing address of the Corporation is: 603 Camellia Court, Sanford, Fl. 32773.

**ARTICLE VII.**  
**Initial Board of Directors**

The initial Board of Directors shall have four members whose names and addresses are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Gary Fernandez	603 Camellia Court Sanford, Fl. 32773
Barbara Fernandez	603 Camellia Court Sanford Fl. 32773

Jacob D. Fernandez                      603 Camellia Court Sanford, Fl. 32773

Jasmine Fernandez                      603 Camellia Court Sanford Fl. 32773

The Board of Directors of this Corporation shall consist of not less than three (3) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the members or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, who shall be elected as provided in the bylaws and who may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this corporation may remove any director from office at any time with or without cause.

**ARTICLE VIII.**  
**Officers**

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. Other officers may be provided for in the bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the bylaws. The name and address of each initial officer of the Corporation is as follows:

<b><u>Title</u></b>	<b><u>Name</u></b>	<b><u>Address</u></b>
President:	Gary Fernandez	603 Camellia Court Sanford, Fl. 32773



V. President:	Barbara A. Fernandez	603 Camellia Court Sanford, Fl. 32773
Treasurer:	Jacob D. Fernandez	603 Camellia Court Sanford, Fl. 32773
Secretary:	Jasmine Fernandez	603 Camellia Court Sanford, Fl. 32773

#### **ARTICLE IX.** **Incorporators**

The names and addresses of the incorporators of this Corporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Gary Fernandez	603 Camellia Court Sanford, Fl. 32773
Barbara A. Fernandez	603 Camellia Court Sanford, Fl. 32773
Jacob D. Fernandez	603 Camellia Court Sanford, Fl. 32773
Jasmine Fernandez	603 Camellia Court Sanford, Fl. 32773

#### **ARTICLE X.** **Nonstock basis**

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

#### **ARTICLE XI.** **Bylaws**

(a) The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be may be altered, amended or repealed by vote of the members entitled to vote thereon, or

a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.



**ARTICLE XII**  
**Amendment of Articles of Incorporation**

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this Corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the Directors present at such meeting.


**IN WITNESS WHEREOF**, the undersigned have hereunto set their hands and seals to these Articles of Incorporation on this 29<sup>th</sup> day of June, 2006.

  
\_\_\_\_\_  
GARY FERNANDEZ  
INCORPORATOR

  
\_\_\_\_\_  
BARBARA A. FERNANDEZ  
INCORPORATOR

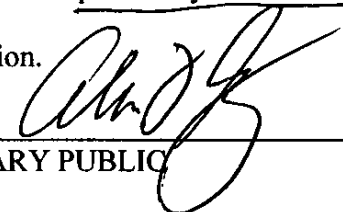
  
JACOB D. FERNANDEZ  
INCORPORATOR  
  
JASMINE FERNANDEZ  
INCORPORATOR

I, **GARY FERNANDEZ**, hereby am familiar with the obligations and accept, the duties and responsibilities as Registered Agent for BETH ISRAEL MESSIANIC SYNAGOGUE, INC., a Florida not-for-profit corporation.

  
GARY FERNANDEZ  
Registered Agent  
FILED  
06 JUL 19 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF Hillsborough

The foregoing instrument was subscribed to before me on this 29<sup>TH</sup> day of June, 2006, by **GARY FERNANDEZ**, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC

