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FLORIDA PROFIT/NON PROFIT CORPORATION

chabad hebrew center of miami beach, inc.

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ARTICLES OF INCORPORATION
OF
CHABAD HEBREW CENTER OF MIAMI BEACH, INC.

a Florida Corporation Not-For-Profit

ARTICLE I – NAME

The name of this Corporation is CHABAD HEBREW CENTER OF MIAMI BEACH, INC.

ARTICLE II – PURPOSES

The purposes for which the Corporation is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

2. To provide Jewish religious, educational, cultural, and social services to the Jewish community and to the community at large, consistent with the establishment and maintenance of a traditional Jewish community, according to Torah-Halachic tradition based on the Code of Jewish Law (Shulchan Aruch) by Shneur Zalman of Liadi and other authorized texts of traditional Judaism and Chabad customs, and for all other lawful purposes which this corporation may undertake and maintain its status under the Internal Revenue Code Section 501(c)(3).

3. Generally, to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred,

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Instrument Prepared by:

ERIC P. STEIN, ESQ.
1820 N.E. 163rd Street #100
North Miami Beach, FL 33162
Tel (786) 248-1000

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including the power to contract, rent, buy, or sell personal or real property.

4. Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

5. In the event of dissolution, the residual assets of the organization, after necessary expenses thereof, will be turned over to an exempt organization as defined in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Cod of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local governments for exclusive public purpose. Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC §501(h)), 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.

ARTICLE III – MEMBERS

The qualifications for members and the manner of their admission to membership shall be regulated by the by-laws for this corporation. Qualification shall be available only to persons who have an interest in the promulgation and furtherance of the teachings of traditional Judaism as described above in general, and of Chabad-Lubavitch teachings in particular.

ARTICLE IV – TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved by law. Upon the 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, or 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 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 V – INCORPORATOR

The name and street address of the incorporator of this corporation is:

Menachem M. Cheruty
1035 West Avenue, Unit 205
Miami Beach, Florida 33139

ARTICLE VI – DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a

Board of Directors which shall initially consist of five (5) directors, but which number may be either increased from time to time by the By-Laws of the corporation but which number shall never be less than five (5). The By-Laws shall provide for the method of election and the method of determining the number of directors.

2. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Menachem M. Cheruty
1035 West Avenue, Unit 205
Miami Beach, Florida 33139

Chaya Cheruti
1035 West Avenue, Unit 205
Miami Beach, Florida 33139

Chaim A. Kuperman
591 Lefferts Avenue
Brooklyn, New York 11203

Yosef Segal
2690 N. University Dr. #208
Sunrise, Florida 33322

Yoel Caroline
211 Greenwood Dr.
Key Biscayne, Florida 33149

ARTICLE VII – OFFICERS

The officers of the corporation shall consist of a president, vice-president, secretary, treasurer, and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the

Board of Directors are as follows:

- PRESIDENT - Menachem M. Cheruty
- VICE-PRES./SECRETARY/TREAS. - Chaya Cheruti

ARTICLE VIII – INDEMNIFICATION

The corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the corporation.

ARTICLE IX – BY-LAWS

The first By-Laws shall be adopted by the Board of Directors and may be altered, amended or rescinded at any time by the Directors in the manner provided by the By-Laws.

ARTICLE X – AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the by-laws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such a summary may be included in the notice of such

annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Corporation.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

ARTICLE XI – INITIAL PRINCIPAL OFFICE AND INCORPORATOR

The address of the corporation's initial **principal office and mailing address** shall be **1035 West Avenue, Unit 205, Miami Beach, Florida 33139**. The name of the incorporator signing these Articles of Incorporation is **Menachem M. Cheruty**.

ARTICLE XII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation's registered agent shall be **Menachem M. Cheruty**. The initial registered agent of the corporation at that address is **1035 West Avenue, Unit 205, Miami Beach, Florida 33139**.

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Having been named to accept service of process for the above-stated corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in connection thereto.

Menachem M. Cheruty

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 10 day of NOV, 2006.

Menachem M. Cheruty

STATE OF FLORIDA }
COUNTY OF Dade }

BEFORE ME, the undersigned authority, personally appeared Menachem M. Cheruty who is personally known to me or has produced ________ Driver's License as valid identification, and who is described in and who has executed the foregoing Articles of Incorporation this 10 day of November 2006.

NOTARY PUBLIC

My commission expires:

BEVERLY STEIN
MY COMMISSION # DD557212
EXPIRES: Aug. 6, 2010
(407) 398-0153 Florida Notary Service.com

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TALLAHASSEE, FLORIDA

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