

**NO7000004223**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H07000203411 3)))



H070002034113ABCS

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : SPIEGEL & UTRERA, P.A.  
Account Number : FCA000000001  
Phone : (305) 854-6000  
Fax Number : (305) 860-2076

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 AUG 13 AM 10:37

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**JEWISH LEARNING CENTER OF SOUTH DADE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

RECEIVED  
07 AUG 13 AM 8:00  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

*Ps 8/13/07*  
*Restated* 8/13/07

2007 AUG 13 AM 10:37

MU-1000203411 3

**RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
JEWISH LEARNING CENTER OF SOUTH DADE, INC.**

The undersigned President of JEWISH LEARNING CENTER OF SOUTH DADE, INC. executes these Restatement of Articles of Incorporation of JEWISH LEARNING CENTER OF SOUTH DADE, INC. pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **JEWISH LEARNING CENTER OF SOUTH DADE, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 3 - PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be 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 Restatement of Articles, the Corporation shall not carry on any other activities not permitted to be carried



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY 4<sup>TH</sup> FLOOR MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

407000203411 3

JEWISH LEARNING CENTER OF SOUTH DADE, INC.  
Page 2

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.

#### **ARTICLE 4 - ADOPTION**

These Restatement of Articles of Incorporation were adopted on 8 August 2007, and the number of votes cast by the Members for the Amendment of the Restated Articles of Incorporation was sufficient for approval.

#### **ARTICLE 5 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 10970 SW 69th Avenue Road, Miami, Florida 33156 and the mailing address is same.

#### **ARTICLE 6 - OFFICERS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Lawrence Gordon
Vice President:	Robert Karl
Secretary:	Greg Masin
Treasurer:	Alan Lewin

whose mailing addresses shall be the same as the principal address of the corporation.

**SPIEGEL & UTRERA, P.A.**  
LAWYERS[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY 4TH FLOOR MIAMI, FL 33145 • (305) 854-6000 • (800) 603-3900 • FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

407000203411 3

JEWISH LEARNING CENTER OF SOUTH DADE, INC.  
Page 3

#### **ARTICLE 7 - DIRECTORS**

The Directors of the Corporation shall be:

Lawrence Gordon  
Robert Karl  
Greg Masin  
Alan Lewin

whose mailing addresses shall be the same as the principal address of the corporation.

#### **ARTICLE 8 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Alexander M. Weinberg whose address shall be 9130 S. Dadeland Boulevard, 1609, Miami, Florida 33156.

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### **ARTICLE 11 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

#### **ARTICLE 12 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY 4<sup>TH</sup> FLOOR MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

407000203411 3

1000203411 3

JEWISH LEARNING CENTER OF SOUTH DADE, INC.  
Page 4

#### **ARTICLE 13 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE 14 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Lawrence Gordon, located at 10970 SW 69<sup>th</sup> Avenue Road, Miami, Florida 33156. The name and address of the registered agent of this Corporation is Lawrence Gordon, located at 10970 SW 69<sup>th</sup> Avenue Road, Miami, Florida 33156.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Restatement of Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

These Restatement of Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Restatement of Articles of Incorporation be made.

#### **ARTICLE 17 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY 4<sup>TH</sup> FLOOR MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

107000203411 3

08/13/2007 09:56 3058573700

170 1000203411 3

JEWISH LEARNING CENTER OF SOUTH DADE, INC.  
Page 5

conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Restatement of Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Restatement of Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Restatement of Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### ARTICLE 18 - DISSOLUTION

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY 4<sup>TH</sup> FLOOR MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700


MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

170 1000203411 3

H01000203411 3

JEWISH LEARNING CENTER OF SOUTH DADE, INC.  
Page 6

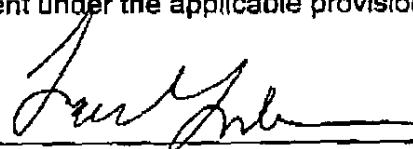
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Restatement of Articles of Incorporation under the laws of the State of Florida, this 8 August 2007.



Lawrence Gordon, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN RESTATEMENT OF ARTICLES OF INCORPORATION**

Lawrence Gordon, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Restatement of Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Lawrence Gordon



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY 4TH FLOOR MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700

MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

107000203411 3