

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.**

((H07000122598 3)))



H070001225983ABC1

**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) 205-0381

From:

Account Name : CUMMINGS & LOCKWOOD  
Account Number : 102336001100  
Phone : (239) 649-3186  
Fax Number : (239) 263-0703

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 MAY -3 AM 11:28

FILED

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Grove Synagogue, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

((H07000122598 3)))

**ARTICLES OF INCORPORATION  
OF  
GROVE SYNAGOGUE, INC.  
(A Florida Corporation Not-For-Profit)**

**FILED**  
07 MAY -3 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation (the "Corporation") is GROVE SYNAGOGUE, INC.

**ARTICLE II**

The principal office or mailing address of the Corporation is c/o 7284 West Palmetto Park Road, Suite 210-S, Boca Raton, Florida 33433.

**ARTICLE III**

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain.

The purpose for which this corporation is formed and the objects to be promoted by it are as follows:

To establish and create a private and independent temple for worship of persons of the Jewish faith; and

To encourage and achieve the highest levels of religious and educational excellence, to integrate American and Judaic traditions, and to aid in the total development of the personality of persons in attendance of services and religious training, including their intellectual, social, moral and physical growth.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for charitable purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not for profit corporation.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

((H07000122598 3)))

((H07000122598 3)))

#### ARTICLE IV

Each director shall be elected by the Board of Directors to hold office for one (1) year and until his or her respective successor shall have been elected and qualified or until his or her death, resignation, removal or inability to serve. Each director may be elected for one or more successive terms.

#### ARTICLE V

Names and addresses of the initial directors are:

Jonathan Agus, Director  
7284 W. Palmetto Park Road  
Suite 210-S  
Boca Raton, FL 33433

Izzy Ashkenazy, Director  
7284 W. Palmetto Park Road  
Suite 210-S  
Boca Raton, FL 33433

Jeffrey Weiss, Director  
21237 Harrow Court  
Boca Raton, FL 33433

#### ARTICLE VI

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

#### ARTICLE VII

The name and address of the Corporation's registered agent is:

CLASP, INC.  
3001 Tamiami Trail North, Suite 400  
Naples, Florida 34103

#### ARTICLE VIII

These Articles may be amended as provided in the Bylaws.

#### ARTICLE IX

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code and having purposes similar to those of the corporation.

((H07000122598 3)))

(((H07000122598 3)))

**ARTICLE X**

The name and address of the incorporator is:

Jonathan E. Gopman  
Cummings & Lockwood LLC  
3001 Tamiami Trail North, Suite 400  
Naples, Florida 34103

**ARTICLE XI**

Section 1. Prohibition on Private Inurement. No part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

Section 5. Tax-Exempt Status. 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(a) of the Code as an organization described in 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

**ARTICLE XII**

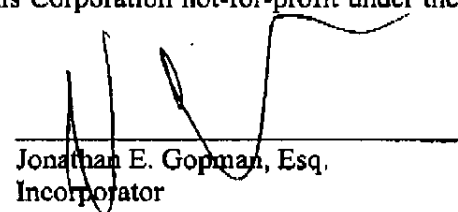
The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

(((H07000122598 3)))

((H07000122598 3))

**IN WITNESS WHEREOF**, the undersigned incorporator, has hereunto set his hand and seal this 25<sup>th</sup> day of April, 2007, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By:

  
Jonathan E. Gopman, Esq.  
Incorporator

((H07000122598 3))

(((H07000122598 3)))

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

GROVE SYNAGOGUE, INC.

2. The name and address of the registered agent and office is:

CLASP, INC.  
3001 Tamiami Trail North, 4th Floor  
Naples, FL 34103

*Having been named as registered agent and to accept service of 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.*

Registered Agent:

CLASP, INC.

By:

  
Robert L. Lancaster

Its:

Vice President

Dated:

April 27, 2007

2316177\_1.doc 4/27/2007

**FILED**  
07 MAY -3 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H07000122598 3)))