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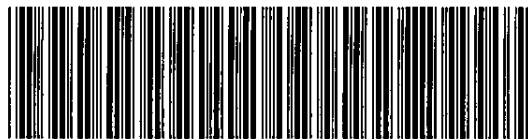
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

B. McKnight JAN 23 2008

Charles O. Morgan Jr., P.A.
Attorneys at Law

1300 Northwest 167th Street
Suite 3
Miami, Florida 33169

CHARLES O. MORGAN, JR.
LAURA M. HORTON
TERESA A. PEREZ

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cmorgan@cmorganlaw.net

January 18, 2008

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: THE AVODAH INSTITUTE, INC.

Dear Sir:

Enclosed please find two (2) originals of the Articles of Incorporation for the above-named non-profit corporation.

Please endorse your approval of these Articles of Incorporation on one copy, certify same and return to my office.

Our check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	8.75
	<u>\$ 78.75</u>

Thank you for your cooperation in this matter.

Very truly yours,


Charles O. Morgan, Jr.

COM: pmg
Enclosures: as stated
Cc: David W. Miller

ARTICLES OF INCORPORATION
OF
THE AVODAH INSTITUTE, INC.

We, the undersigned, with other persons, being desirous of forming a non-profit corporation for religious, charitable and literary and educational purposes, under the provisions of Chapter 617 of the Florida Statutes, do hereby agree to the following:

ARTICLE I
NAME OF THE CORPORATION

The name of this corporation is:

THE AVODAH INSTITUTE, INC.

ARTICLE II
PURPOSES

The general nature of the objects and purposes of this corporation shall be:

1. To receive, administer and disburse funds exclusively for religious, educational, charitable or literary purposes.
2. To establish, maintain and operate an educational institution which will provide instruction with respect to its primary mission of helping people discover meaning and significance in their work and to help them integrate the claims of their faith with the demands of their work.
3. In providing such instruction, to maintain a faculty and curriculum and to have students attending classes at places where its educational activities are carried on and to utilize modern methods of technology (including the internet) to provide distance learning.
4. Generally, to engage in any other lawful enterprise or activity and to do and perform all acts and things that may be deemed expedient for the proper and successful prosecution of the objects and purposes for which the corporation is organized.
5. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the purposes herein stated and not for pecuniary profit.

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6. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance or such causes and objects, or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts, or donations of property, real, personal or mixed, designated by the donors for causes or objects hereinabove mentioned, or any or either of them.

7. The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3), and to obtain contributions and/or gifts which are deductible pursuant to Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that code.

8. The purposes for which this corporation is formed are not for financial gain, and no financial gain shall ever accrue to any member of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the Directors to carry out the purpose of this corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

9. The foregoing purposes shall be construed as both objects and powers, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

10. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III **MEMBERSHIP**

The corporation shall have no members.

ARTICLE IV **CORPORATE EXISTENCE**

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles are:

<u>Names</u>	<u>Addresses</u>
DAVID W. MILLER	240 Greenwood Drive Key Biscayne, Florida 33149
MICHAEL A. KAHN	881 Ocean Drive, Apt. 19E Key Biscayne, FL 33149
FR. PATRICK O'NEILL	8901 Dickens Avenue Miami Beach, FL 33154

ARTICLE VI **OFFICERS**

1. The officers of this corporation shall be a President, a Vice-President, a Treasurer, a Secretary, an Executive Director, and such other assistant or administrative officers as may be determined by the Board of Directors from time to time as provided in the Bylaws.

2. The Board of Directors shall appoint the officers, and the officers shall serve at the pleasure of the Board of Directors; provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed on behalf of the corporation by its President, Vice-President, or Executive Director, with its corporate seal thereto affixed and attested by its Secretary.

ARTICLE VII **BOARD OF DIRECTORS**

The management and control of the corporation shall be vested in the Board of Directors whose number, powers, functions, jurisdiction, duties and responsibilities shall be as follows:

1. There shall not be less than three (3) Directors initially. The minimum number of Directors may be increased in accordance with the needs of the corporation as determined from time to time by the Board of Directors, but shall never be less than three (3).

2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

3. The initial Directors, as set forth herein, shall be deemed to have been set in office as of the time these Articles are approved and filed by the Secretary of State of the State of Florida. These Directors shall serve until the next annual election of Directors and until their successors shall have qualified or until their earlier resignation, removal or death. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons, who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>Names</u>	<u>Addresses</u>
DAVID W. MILLER	240 Greenwood Drive Key Biscayne, Florida 33149
MICHAEL A. KAHN	881 Ocean Drive, Apt. 19E Key Biscayne, FL 33149
FR. PATRICK O'NEILL	8901 Dickens Avenue Miami Beach, FL 33154

ARTICLE VIII

BYLAWS

1. The Board of Directors of this corporation may provide such Bylaws of the conduct of this business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice any of the Bylaws, may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular or any special meeting called for that purpose.

ARTICLE IX

AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of those present.

2. Amendments may also be made at regular meetings of the membership upon notice given, as provided in the Bylaws, of intention to submit such amendments.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

1. The principal office of this corporation is to be located at 240 Greenwood Drive, Key Biscayne, Florida 33149.
2. The name and business address of this corporation's registered agent is CHARLES O. MORGAN, JR., 1300 Northwest 167th Street, Suite 3, Miami, Florida 33169.

ARTICLE XI
NON-PROFIT STATUS

1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.
2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII
POWERS

To the end that the foregoing purposes and any other related religious and charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said religious, charitable, literary and educational purposes, this corporation shall have the power to:

1. Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the Directors; to receive donations, gifts, and endowments, and to administer to same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for religious, educational, literary and charitable purposes and not for pecuniary profit of the members.
2. Formulate and adopt Bylaws and to alter and rescind the same, provided, however, that said Bylaws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.
3. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

4. Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in Section 501(c)(3) of the Internal Revenue Service.

ARTICLE XIII

MEETINGS

1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of such meetings.

3. The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the Bylaws.

ARTICLE XIV

DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to such organization or organizations organized and operated exclusively for religious, charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, if Miami-Dade County is then the location of the principal office of the corporation, or by Circuit Court (or equivalent thereof) or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to such organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XV
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, charitable, literary and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private individual, except for reasonable compensation for services actually rendered.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 15th day of January, 2008.

David W. Miller
DAVID W. MILLER


MICHAEL A. KAHN

Fr. Pat N. O'Neill
FR. PATRICK O'NEILL


STATE OF FLORIDA)
)
) ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared DAVID W. MILLER, MICHAEL A. KAHN, and FR. PATRICK O'NEILL, to me well known to be the persons described in as incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and official seals the day and year aforesaid.

Lisa K. Grossman
Commission # DD470245
Expires: SEP 11, 2009
www.AARONNOTARY.com




 Print Name: LISA K Grossman
 Notary Public, State of Florida
 My Commission Expires: 9-11-09

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT WHOM PROCESS MAY BE SERVED UPON

In pursuance of Chapter 608, Florida Statutes, the following is submitted in compliance with said Act:

That AVODAH INSTITUTE, INC., a Florida non-profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Florida, has named CHARLES O. MORGAN, JR., located at 1300 Northwest 167th Street, Suite 3, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above signed corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: _____

CHARLES O. MORGAN, JR.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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