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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**KAREN KAYEMET OF AVENTURA,**

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TALLAHASSEE, FLORIDA

**KAREN KAYEMET OF AVENTURA, INC.**

**ARTICLES OF INCORPORATION**

**In Compliance with Chapter 617, F.S. (Not for Profit)**

**ARTICLE I:** The name of the corporation shall be: Karen Kayemet of Aventura, Inc.

**ARTICLE II:** The principal place of business and mailing address of this corporation shall be: 20056 NE 36<sup>th</sup> Place, Aventura, Florida 33139

**ARTICLE III:** The purpose for which the corporation is organized is:

- (a) To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
- (b) To provide Jewish religious, educational, cultural, and social services to the Jewish community, 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), and authorized texts of traditional Judaism, and for all other lawful purposes which this corporation may undertake and maintain its status under the Internal Revenue Code Section 501(c)(3).
- (c) 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, including the power to contract, rent, buy or sell personal or real property.
- (d) Notwithstanding any of the above statements of purpose powers, this corporation shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
- (e) Notwithstanding any other provision 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 provision of any subsequent Federal tax laws.

**ARTICLE IV:** The manner in which the directors are elected or appointed is as specified in the by-laws.

**ARTICLE V:** The initial directors and/or officers are:

Paul Feldman	407 Lincoln Road, Suite 701, Miami Beach, FL	33139
Gedale Fenster	16401 NW 2 <sup>nd</sup> Avenue, North Miami Beach, FL	33169
Ely Levy	3230 Stirling Road, Suite 1, Hollywood, Florida	33021

**ARTICLE VI:** The name and Florida street address of the registered agent is:

Paul Feldman	407 Lincoln Road, Suite 701, Miami Beach, FL	33139
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**ARTICLE VII:** 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.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

In a taxable year in which the corporation is a private foundation as described in IRC §509(a), the corporation shall distribute its income for a said period of time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in §4943 (c), (b) make any investments in such manner as to subject the corporation to tax under §4945(d) or corresponding provision of any subsequent Federal tax laws.

**ARTICLE VIII:** The name and address of the incorporator is:

Paul Feldman	407 Lincoln Road, Suite 701, Miami Beach, FL	33139
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent

Date: January 28, 2008

  
\_\_\_\_\_  
Signature/Incorporator

Date: January 29, 2008