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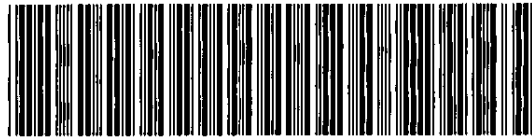
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08 MAY 14 AM 10:01
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5/15/08

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Dov Ber and Rafael Institute of
(Corporation Name) (Document #)
2. Halachah, Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

CR2E031(7/97)

SORRY,
*but we cannot be responsible
for merchandise left 30 days
after completion.*

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
DOV BER AND RAFAEL INSTITUTE OF HALACHAH, INC.
A NON-FOR PROFIT CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAY 14 AM 10:01

The undersigned, acting as the incorporator for the forming a not-for-profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is:

Dov Ber and Rafael Institute of Halachah, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Principal office of the Corporation has not yet been established. The current mailing address of the Corporation is as follows:

Dov Ber and Rafael Institute of Halachah, Inc.
3301 Pine Tree Drive
Miami Beach, FL 33140

**ARTICLE III
PURPOSE**

The purpose of which the Corporation is organized are as follows:

- A. To receive and administer funds and to operate exclusively for religious and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time, or comparable provisions of subsequent legislation (the "Code"). Among these purposes are conducting prayer services at the regular fixed times and performing other rituals in accordance with the canons of Orthodox Judaism. Including, the learning of Torah and the Talmud on advance levels on a consistent basis.

- B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interest, either absolutely or in trust therein and to apply gifts, grants, bequests, and devised and the proceeds thereof in furtherance of the purposes of the Corporation as set out in these Articles of Incorporation.
- C. To do such things and to perform such acts to accomplish the religious and educational purposes set out in these Articles of Incorporation as the Board of Trustees may determine to be appropriate and as are not forbidden by these Articles of Incorporation.

ARTICLE IV TERMS

Corporate existence shall not commence upon filing these Articles of Incorporation with the Secretary of State and the term of Corporation shall be perpetual.

ARTICLE V POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with terms of these Articles of Incorporation, provided, however, that notwithstanding any other provision of these Articles of Incorporation, such powers may be utilized only for the religious and educational purposes set out in these Articles, of Incorporation and, provided further, that the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501 (c) (3) of the Code.

ARTICLE VI LIMITATIONS

The Corporation shall be operated as a nonprofit corporation exclusively for the religious and educational purposes set out in these Articles of Incorporation. No individual trustee, officer or director of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer, member or any private individual, other than reasonable compensation for services actually rendered. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposite to) any candidate or public office. The Corporation shall maintain a racially nondiscriminatory policy as to students, and shall not discriminate against students, applicants, faculty or staff on the basis of race, color, national or ethnic origin as such terms defined for purposes of qualifying under Section 501 (c) (3) of the Code.

ARTICLE VII MEMBERS

There shall be no members of the Corporation

ARTICLE VIII TRUSTEES

- (a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under direction of, the Board of Trustees.
- (b) Number. The number of trustee shall be determined from time to time in accordance with the By Laws, but shall never be less than two trustees, and in the absence of any such determination, shall be two trustee.
- (c) Election-removal- Trustee shall be elected or removed in accordance with the procedure provided in the By Laws.
- (c) Initial trustee- The names and addresses of the initial trustees to hold office until their successors shall have been elected and qualified are as follows:

Jonathan Fields 3301 Pine Tree Drive, Miami Beach, FL 33142
Director/President

Esther Fields 3301 Pine Tree Drive, Miami Beach, FL 33142
Director/Secretary

Benjamin Fields 3301 Pine Tree Drive, Miami Beach, FL 33142
Director

ARTICLE IX DISSOLUTION

If the Corporation is ever dissolved, the residual assets of the Corporation shall be turned over to one or more other organizations selected by the Board of Trustees of the Corporation which will be organized described in Section 501 (c) (3) of the Code that will use the assets in a manner consistent with the ideals of the Orthodox Judaism.

**ARTICLE X
REGISTERED AGENT AND OFFICE**

The street address of the Corporation's initial registered office is 16855 NE 2nd Avenue, Suite 303, North Miami Beach, FL 33162, and the name of its initial registered agent as such office is Jack Levine.

**ARTICLE XI
INCORPORATOR**

The incorporator of the Corporation is Jonathan Fields and his address is 3301 Pine Tree Drive, Miami Beach, FL 33140.

DATE 5/12/08 J.M. Fields
JONATHAN FIELDS, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, have been named the Registered Agent of **Dov Ber and Rafael Institute of Halachah, Inc.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes 617.0503.

DATED 5/12/08 Jack Levine
JACK LEVINE, Registered Agent

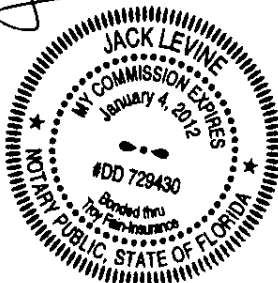
STATE OF FLORIDA
COUNTY of DADE

BEFORE ME, the undersigned authority personally appeared to me known to be the person (s) who executed the foregoing Articles of Incorporation and he acknowledge to and before me, that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
12 day of May, 2008

Notary Public, State of Florida

My commission Expires:



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