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chabad of golden beach synagogue, inc.

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August 12, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CHABAD OF GOLDEN BEACH SYNAGOGUE, INC.
REF: W08000036135

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

Article VII is missing, (Deleted).

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000184245
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P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

**CHABAD OF GOLDEN BEACH
SYNAGOGUE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION: The name of the corporation is CHABAD OF GOLDEN BEACH SYNAGOGUE, INC., a Florida Not-For-Profit Corporation.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation is located at 19201 Collins Avenue, Units C101, 102 and 115, Sunny Isles, Florida, 33160.

ARTICLE III

MAILING ADDRESS: The mailing address of the corporation is 19201 Collins Avenue, Sunny Isles, Florida, 33160.

ARTICLE IV

REGISTERED AGENT: The name of the registered agent of the corporation is Oscar Grisales-Racini, Esq. The address of the registered agent is: 2999 N.E. 191st Street, Concorde Centre II, PH-8, Aventura, Florida 33180.

ARTICLE V

DURATION: The period of duration is perpetual.

ARTICLE VI

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the Bylaws. The initial members of the Board of Directors and officers of the corporation shall be as follows:

Rabbi Chay Amar, Director/President
Harry Gorlovezky, Vice-President
Dina Amar, Director/Secretary

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Pierre Nakache, Director/Treasurer
Elfann Nakache, Director
Chaim Drizin, Director

ARTICLE VII

CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively religious, education and/or charitable and consist of the following:

1. To advance religion.
2. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activities to create jobs, promote educational and vocational training, career development, eliminate blight, promote the protection and advancement of human rights, both in the U.S. and/or worldwide.
3. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudices, eliminate discrimination, and combat community deterioration.
4. To aid, support, and assist by gifts, grants, contributions, or otherwise, other corporations, funds and foundations organized and operated exclusively for religious or charitable purposes, both in the U.S. and/or worldwide, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
6. All of the foregoing purposes shall be exercised exclusively religious and charitable in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII

IRC SECTION 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for religious, education and/or charitable purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's religious and charitable purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious and charitable purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for religious and charitable purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE IX


INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by

reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the Incorporator on this 25 day of July, 2008


RABBI CHAY AMAR, INCORPORATOR — 19201 Collins Ave
Sunny Isle Bch., FL 33160
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared RABBI CHAY AMAR, as Incorporator of the Corporation, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of July, 2008.


NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

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**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for CHABAD OF
GOLDEN BEACH SYNAGOGUE, INC., a Florida not-for-profit corporation.



Oscar Grisales-Racini, Esq.

Date: July 25, 2008

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TALLAHASSEE, FLORIDA

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