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FLORIDA PROFIT/NON PROFIT CORPORATION
CONGREGATION B'NAI ISRAEL ENDOWMENT FUND, INC.

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October 27, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHUTTS & BOWEN LLP

SUBJECT: CONGREGATION B'NAI ISRAEL ENDOWMENT FUND, INC.
REF: W08000049173

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

Please list the designated Incorporator and address in ARTICLE IX

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

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ARTICLES OF INCORPORATION
OF
CONGREGATION B'NAI ISRAEL ENDOWMENT FUND, INC.

The undersigned, acting as incorporator of a Florida corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation shall be Congregation B'nai Israel Endowment Fund, Inc.

ARTICLE II

Duration

The Corporation shall exist perpetually. The Corporation shall not be dissolved except by and with the consent and approval of the two-thirds (2/3) vote of the members of Congregation B'nai Israel of Boca Raton, Inc. (hereinafter referred to as "Congregation") at any annual or special meeting of the Congregation. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to the organization or entity described in Paragraph (a) of Article IV hereof, provided that said organization or entity qualifies under the provisions of Sections 170 (c) (2), 501 (c) (3) and 509 (a) (1) or (2) of the Internal Revenue Code of 1986, as amended. In the event said organization or entity is not in existence or does not qualify under Sections 170 (c) (2), 501 (c) (3) and 509 (a) (1) or (2) of the Internal Revenue Code of 1986, as amended, on the date of such dissolution, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organization which would then

qualify under the provisions of Sections 170 (c) (2), 501 (c) (3) and 509 (a) (1) or (2) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended. Such organization or organizations shall be selected by the Board of Directors, in its sole discretion.

ARTICLE III

Principal place of business and mailing address

The principal place of business and mailing address of the Corporation shall be 2200 Yamato Road, Boca Raton, FL. 33431.

ARTICLE IV

Purposes

The purposes for which the Corporation is organized are:

(a) To benefit and support Congregation B'nai Israel, Inc. a church as defined in the Internal Revenue Code Section 170 (b) (1) (A) and located in Boca Raton, Florida. The Corporation is organized for the purpose of enhancing the long range goals of the Congregation. The Corporation shall receive and maintain all types of property, real or personal, or both, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively to benefit the long range goals of the Congregation.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for contributions to, the performance of the Congregation.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation

may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

(1) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Sections 501 (c) (3) and 509 (a) (3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(2) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article II.

ARTICLE V

Powers

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and

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wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regards to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Sections 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

(5) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Sections 501 (c) (3) and 509 (a) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now

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exist or as they may hereafter be amended, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(6) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Sections 501 (c) (3) and 509 (a) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended and by an organization to which contributions are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI

Members

The Corporation shall have no members.

ARTICLE VII

Initial Board of Directors

The number of Directors constituting the initial Board of Directors shall be five (5) and the names and addresses of the persons who are to serve as the initial Directors are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Sue Goldman	16130 Via Monteverde Delray Beach, FL 33446
Dean Borg	4880 Hunters Way Boca Raton, FL 33434
Philip Nadel	5767 Hamilton Way Boca Raton, FL 33496
Jeff Hollander	3985 NW 53 rd Street Boca Raton, FL 33496
Leslie Kantor	6004 Le Lac Road Boca Raton, FL 33496

ARTICLE VIII

Directors

(1) The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by By-Laws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the By-Laws shall prescribe. Any member of the Board of Directors may be removed, as provided in the By-Laws, and upon receipt of such notice of removal shall be considered as removed from the Board of Directors.

(2) At all times, the members of the Board of Directors of the Corporation shall be comprised of members of the Congregation.

(3) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and amend the By-Laws of this Corporation.

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(4) Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such a Committee.

(5) The Corporation may, in its By-Laws, confer powers upon its board of Directors in addition to the foregoing and in addition to the powers and authorities expressly offered upon it by statute.

ARTICLE IX

Incorporator

The name and address of the Incorporator is as follows:

David A. Gart, 525 Okeechobee Blvd., Suite 1100, West Palm Beach, FL 33401

ARTICLE X

Registered Agent

The initial registered agent of the Corporation as his address shall be Peter Weintraub, 2650 N. Military Trail, Suite 150, Boca Raton, FL 33431.


ARTICLE XI

Right to Amend Provisions in Articles

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the matter now or hereafter prescribed or permitted by the Florida Not for Profit Corporation Act; provided, however, that the sole power to amend these Articles of Incorporation shall rest in the

Board of Directors, with any amendment being approved by a vote of eighty (80) percent of the Board of Directors and a vote of two thirds (2/3) of the Board of Trustees of the Congregation present at a meeting when a quorum is present.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Not for Profit Corporation Act, has executed the foregoing Articles of Incorporation on this 24 day of October, 2008.



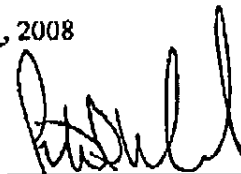
David A. Gart

(INCORPORATOR)

ACCEPTED BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE X OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 23 DAY OF October, 2008



Peter Weintraub

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