

NO 9000008335

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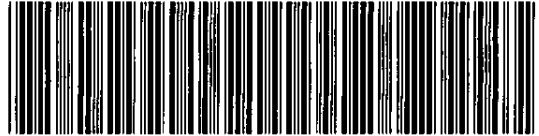
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 AUG 24 P 3 39

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8-25-09
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COVER LETTER

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

SUBJECT: The Bet Breira Samu-El or Olom
Supporting Organization, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: IRWIN M. Frost, Esq.
Name (Printed or typed)

1111 Brickell Avenue, #2050
Address

Miami, FL 33131
City, State & Zip

305-374-3001
Daytime Telephone number

IRV@FriedmanFrost.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
THE BET BREIRA SAMU-EL OR OLOM
SUPPORTING ORGANIZATION, INC.**

a Florida not for profit corporation

FIRST: The name of the Corporation shall be The Bet Breira Samu-El Or Olom Supporting Organization, Inc. (hereinafter the "Corporation").

SECOND: The initial principal office and mailing address of the Corporation is 9400 S.W. 87th Avenue, Miami, FL 33171, and its incorporator and initial registered agent at the following address is Irwin M. Frost, Esq., Friedman & Frost, P.L., 1111 Brickell Avenue, Suite 2050, Miami, FL 33131.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the temple known as Bet Breira Samu-El Or Olom, Inc. (hereinafter "BBSOO"). If BBSOO ceases to be a "qualified organization", (a qualified organization is any organization described in Section 501 (c)(3) and Sections 509(a)(1) or (a)(2) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code")), the Corporation shall be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified Jewish organizations as shall be selected by the Board of Directors of the Corporation.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No Director or officer, however, shall be entitled to compensation for services rendered.

FIFTH: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described

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TALLAHASSEE, FLORIDA

in Section 501(c)(3) of the code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code. Further, 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.

SIXTH: The Directors shall be such persons who from time to time who meet the qualifications set forth in the By-laws of the Corporation. There shall initially be "6" (six) Directors. Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. "3" (three) of the Directors shall be termed the "Conservative Directors". The other "3" Directors shall be termed the Reform Directors". The term of each Director and the selection of subsequent Directors shall be as set forth in the By-laws of this Corporation. The initial Conservative Directors and their respective addresses are:

Peter Hornik	9400 S.W. 87 th Avenue Miami, FL 33171
Mitchell Horwich	9400 S.W. 87 th Avenue Miami, FL 33171
David Lavin	9400 S.W. 87 th Avenue Miami, FL 33171

The initial Reform Directors and their respective addresses are:

Ira Fox	9400 S.W. 87 th Avenue Miami, FL 33171
Barry Simons	9400 S.W. 87 th Avenue Miami, FL 33171
James Guenther	9400 S.W. 87 th Avenue Miami, FL 33171

SEVENTH: The affirmative vote of five of the six Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or

- (iii) Repeal, modification, amendment in whole or in part, or addition to the Articles of Incorporation or adoption of new Articles of Incorporation.
- (iv) Change in the number of Directors.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.


EIGHTH: Except as provided in Article SEVENTH or the By-Laws the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

NINTH: There will not be any members of this Corporation.

TENTH: The Corporation will have a perpetual existence.

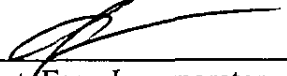
ELEVENTH: The By-Laws of the Corporation may be amended as set forth in the By-Laws.

TWELFTH: Upon dissolution of the Corporation, the Directors shall, after paying and making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the corporation to BBSOO, if it is then a qualified organization. If the BBSOO is not a qualified organization, then the assets of the Corporation shall be distributed in such manner as the Corporation's Directors shall determine, but only to qualified Jewish organizations for charitable educational or religious purposes. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.



Irwin M. Frost, Esq., Registered Agent

Date: 8/20/09



Irwin M Frost, Esq., Incorporator

Date: 8/20/09

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