

NOA 0000 12013

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600163278886

12/17/09--01004--021 **78.75

RECEIVED
09 DEC 17 AM 10:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 DEC 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAZARUS

CORPORATE FILING SERVICE

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

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

1. Keren Vechesd Miami, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:06 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

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
KEREN VECHESD MIAMI, INC.**

09 DEC 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLE I
NAME**

The name of this Corporation is **Keren Vechesd Miami, Inc.** a Not For Profit Corporation.

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be: 300 Arthur Godfrey Road, Suite 203 Miami Beach, Florida 33140.

**ARTICLE III
DURATION**

The period of the law duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV
PURPOSES & MISSION**

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501© (3) of the Internal Revenue Code of 1986, as amended, including, the provision of educational and religious services and for the purposes of engaging in any lawful act or activity not for pecuniary profit for which not-for profit corporations may be organized so far as is or may be permitted by the laws of the State of Florida and Section © (3) of the Internal Code of 1986, as amended.

This mission of the Corporation is: Offers interest-free microlending to Jewish individuals and families whose needs are urgent and who may qualify through normal financial resources. Interest-free microloans, instead of charity, fill an important gap in our social system by promoting self-sufficiency with dignity. Mission is rooted in the age old biblical teaching of Tzedek (Social Justice), which encourages the community to perform deeds of kindness that give beneficiaries a hand up, rather than a hand out.

**ARTICLE VIII
MEMBERSHIP**

The Corporation shall have members. Members of the Corporation shall be qualified individuals who desire to provide and/or support the needy members of the orthodox Jewish Community according to the purpose of personal financial needs. It will assist each member in furthering the concept of Gemilut Hesed, namely: To aid worthy persons in becoming or remaining self-supporting, self-respecting members of their community, by aid of **interest free loans**. The association is non-political.

**ARTICLE IX
DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501© (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
CHARITABLE RESTRICTIONS AND LIMITATIONS**

No part of the net earnings of the Corporations shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof.

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501 (h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2), 2055, 2106 (a) (2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509 (a) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code, then in that event, the Corporation:

- a. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code; and
- b. Shall not (I) engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (II) retain any excess business holdings as defined in Section 4943 © of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code; (III) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding sections, of any future federal tax code; or (IV) make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax codes.

ARTICLE XI BY LAWS

The Bylaws may be amended or repealed, in whole or in part, only by a majority of all the members at any duly organized meeting of the members. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII AMENDMENTS

The Articles of Incorporation may be amended or repealed, in whole or in part, only by a majority of all the members at any duly organized meeting of the members.

**ARTICLE V
POWERS**

The corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement for its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not-for-profit under Florida law.

**ARTICLE VI
GOVERNING BOARD**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three. The number and method of election of the directors of Corporation shall be as stated in the Bylaws. The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are a follows:

Rabbi Gavriel Isaac Koskas
9141 Harding Avenue
Surfside, Florida 33154

Rabbi Tzvi Jehuda Smith
4101 Pine Tree Drive Suite 908
Miami Beach, Florida 33140

Shimon Segelman
3725 Pine Tree Drive
Miami Beach, Florida 33140

**ARTICLE VII
INITIAL OFFICERS**

This corporation shall have the following officers:

PRESIDENT:
Rabbi Gavriel Isaac Koskas
9141 Harding Avenue
Surfside, Florida 33154

TREASURER/VICE PRSIDENT
Shimon Segelman
3725 Pine Tree Drive
Miami Beach, Florida 33140

SECRETARY:
Rabbi Tzvi Jehudah Smith
4101 Pine Tree Drive Suite 908
Miami Beach, Florida 33140

**ARTICLE XIII
OFFICE AND REGISTERED AGENT**

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

**ARTICLE XIV
INCORPORATOR**

The incorporator of the Corporation is Rabbi Tzvi Jehuda Smith and his address is 300 Arthur Godfrey Road, Suite 203, Miami Beach, Florida 33140.

DATE 12/16/09
Incorporator


RABBI TZVI JEHUDA SMITH

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, have been named the Registered Agent of KEREN VECHESD MIAMI, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes 617.0503.

DATED 12/16/09


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 16 day of December, 2009

Notary Public, State of Florida

My commission Expires



FILED
09 DEC 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA