N10000005571

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Amend & Restated Articles

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Torah Learning Center, Inc.

DOCUMENT NUMBER: N10000005571

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Lynn
(Name of Contact Person)

Mark J Lynn, PA
(Firm/ Company)

21355 E. DIXIE HWY, Ste. 107
(Address)

Aventura, FL 33180
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Mark Lynn at (305) 433-5995
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☑ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
2010 JUL 26 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

The Torah Learning Center, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N10000005571
(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

____

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." **"Company" or "Co." may not be used in the name**.*

B. Enter new principal office address, if applicable: ______________________
(Principal office address MUST BE A STREET ADDRESS) ______________________
____

C. Enter new mailing address, if applicable: ______________________
(Mailing address MAY BE A POST OFFICE BOX) ______________________
____

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: David Paige

New Registered Office Address: 1110 NE 171 St.
(Florida street address)

Miami, Florida 33162
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

Title	Name	Address	Type of Action
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove

E. **If amending or adding additional Articles, enter change(s) here:**
(*attach additional sheets, if necessary). (Be specific)*

AMENDED AND RESTATED ARTICLES OF INCORPORATION ATTACHED HERETO AS EXHIBIT "A" HEREBY AMENDS, RESTATES AND REPLACES IN ALL RESPECTS THE ORIGINAL ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION.

EXHIBIT "A"

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

The Torah Learning Center, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

1110 NE 171 STREET, MIAMI, FL 33162

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See Attached.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors will be elected on an annual basis by the then existing board of directors .

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

PSD DAVID PAIGE 1110 NE 171 STREET, MIAMI, FL 33162

D AHARON UNGER 1110 NE 171 STREET, MIAMI, FL 33162

D BURL SOSCHIN 1110 NE 171 STREET, MIAMI, FL 33162

D ELYAHU M. KUTOFF 1110 NE 171 STREET, MIAMI, FL 33162

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Rabbi Dovid Paige

1110 NE 171 STREET, MIAMI, FL 33162

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Rabbi Dovid Paige 1110 NE 171 STREET, MIAMI, FL 33162

See Attached Article VIII.

****

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent — Date: 7/6/10

Signature/Incorporator — Date: 7/21/10

ARTICLE III

The corporation will receive and administer funds for the following charitable, education, scientific and public health purposes:

The corporation is organized for the purpose of disseminating the tenets and practices of Orthodox Judaism through the conduct of prayer services and religious education. In addition, the Corporation shall further and support any and all undertakings with respect to Orthodox Jewish worship and religious and moral instruction, in further observance of the general welfare, observance and worship by members of the Jewish community.

In furtherance of such specific purpose, the corporation is authorized to do any and all things permitted of a nonprofit corporation under Chapter 617, Florida Statutes; provided, notwithstanding anything contained in these Articles of Incorporation to the contrary, the corporation's activities are subject to the limitations and restrictions set forth in Article VIII.

ARTICLE VIII

A. Upon dissolution of the corporation, all of the remaining assets and properties of the corporation after payment or reservation of sufficient funds to pay the corporation's debts and obligations shall be distributed to one or more organizations which are then qualified as organizations described in Code Section 501(c)(3), as selected by the Board of Directors of the corporation. No director, trustee, officer, or other private individual shall receive or be entitled to receive any liquidating distribution of the remaining property and assets of the corporation.

B. Notwithstanding any provision of these Articles of Incorporation to the contrary:

1. The corporation shall not engage in any activity which is prohibited under the Michigan Nonprofit Corporation Act.

2. The purposes of the corporation shall be exclusively charitable, scientific and educational within the meaning of Code Section 501(c)(3).

3. The corporation is intended to be and shall be operated and conducted as an organization which is exempt from federal income taxation under Code Section 501(c)(3).

4. The corporation shall not participate or intervene, in any manner, in any political campaign on behalf of or in opposition to any candidate for public office. No substantial or significant part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation.

5. All of the earnings of the corporation shall be used exclusively for corporation purposes, and no part of the net earnings of the corporation shall inure to the benefit of any private individual having a personal and private interest in the activities of the corporation as prohibited by applicable law.

6. In order to be effective, the members must prove any pledge of, granting a security interest in, hypothecation of, encumbrance of, or similar transfer of the assets of the corporation.

7. The members must approve all partnerships, joint undertakings or similar arrangements with other organizations.

The date of each amendment(s) adoption: June 9, 2010
(date of adoption is required)

Effective date <u>if applicable</u>: ____________________
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **<u>(CHECK ONE)</u>**

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☑ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated July , 2010

Signature ____________________
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mark Lynn
(Typed or printed name of person signing)

Incorporator
(Title of person signing)