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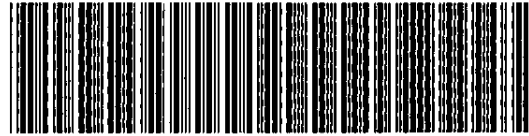
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*JAFFE LAW, LLC*

Lawrence E. Jaffe\*#  
Joshua M. Jaffe\*

\* N.J. & N.Y. Bars  
# Florida Bar

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30 Broad Street  
New York, NY 10004

August 27, 2010

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Project Yeshuah, Inc.  
Filing Articles of Incorporation (Not For Profit)

Dear Sir or Madam:

Enclosed for filing are the following:

1. An original and copy of the Not For Profit Articles of Incorporation for Project Yeshuah, Inc.
2. The fee of \$87.50 for (i) the \$70 filing fee; (ii) \$8.75 certificate of status; and (iii) \$8.75 certified copy; by attorney's check payable to the Florida Department of State.

Please note the Articles include the requirements of the Florida Statutes and IRS federal tax exemption.

Please file and return the documents as soon as possible

Thank you for your assistance in this matter.

Very truly yours,

Jaffe Law, LLC

By: \_\_\_\_\_

Lawrence E. Jaffe

LEJ:naf  
Enclosure

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**ARTICLES OF INCORPORATION**  
**OF**  
**PROJECT YESHUAH, INC.**

**THE UNDERSIGNED**, being over the age of 18 and a citizen of the United States, does hereby certify to the information in and executes these Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Corporation Act, Title 36 ("F.S."), Chapter 617, Corporations Not For Profit, ch. 617.01011, et seq.:

**FIRST**: The name of the Corporation is Project Yeshuah, Inc. (the "Corporation").

**SECOND**: The principal street address and mailing address of the Corporation is 2337 West 76<sup>th</sup> Street, Hialeah, Miami-Dade County, Florida, 33016.

**THIRD**: The Corporation is a nonprofit corporation organized and operated not for pecuniary profit. The purpose for which the Corporation is organized is for an exclusively charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code") or any corresponding section of any future federal tax code; including, for such purposes as to provide assistance to individuals in need and to raise funds via various charitable events. To this end, the Corporation shall, among other charitable purposes, make grants to other charities qualified that receive donations under Section 170(c) of the Code. In furtherance thereof, the Corporation shall hold any property, or undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the board of directors (the "Board"), will best promote the interests of the Corporation, without limitation, except as such limitations, if any, may be contained in the instrument under which the property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Board, members, trustees, or officers except as permitted under the Florida Not For Profit Corporation Act.

**FOURTH**: The qualifications, terms and method of election of the members of the Board shall be as specified in the By-Laws.

**FIFTH**: The number of members of the Board shall be determined from time to time by the Board, as specified in the By-Laws, but shall not be less than three (3). The names of the initial members of the Board and officers, and their respective addresses, are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Lawrence E. Jaffe	Director/Chairman of the Board; President	10175 Collins Avenue, Apt. 902 Bal Harbour, FL 33154
Rabbi Jacob Blumberg	Director/Vice President	90401 Collins Avenue, Apt. 402 Surfside, FL 33154
Roslyn Jaffe	Director/Secretary, Treasurer	10175 Collins Avenue, Apt. 902 Bal Harbour, FL 33154

**SIXTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Board, 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 purposes set forth in Article Third 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. Notwithstanding any other provision of these Articles, the Corporation shall not 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**SEVENTH:** (i) The Corporation shall distribute its income for each taxable 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 Code, or corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

(vi) Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not so disposed of, shall be disposed of by a 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**EIGHTH:** The members of the Board, officers and trustees of the Corporation shall not be subject to the payment of the Corporation's debts to any extent whatsoever.

**NINTH:** No member of the Board, trustee or officer of the Corporation shall be personally liable for damages for breach of any duty owed to the Corporation, except to the extent relief from such liability may not be granted pursuant to F.S. 617.0604, 617.0830, 617.0832, 617.0833 and 617.0834, or otherwise. Furthermore, each corporate agent shall be indemnified by the Corporation to the full extent permitted by law, whether pursuant to F.S. 617.0831 or otherwise. Any and all requests for indemnification under this Article NINTH shall be made, heard and decided by the Board in its sole discretion, in accordance with the applicable terms of F.S. 617.0831.

**TENTH:** The duration of the Corporation shall be perpetual.

**ELEVENTH:** The address of the Corporation's initial registered office is Jaffe Law, LLC, 2337 West 76<sup>th</sup> Street, Hialeah, Florida 33016, and the name of the Corporation's initial registered agent at such address is Lawrence E. Jaffe, Esq.

**TWELFTH:** The name of the incorporator of the Corporation is Lawrence E. Jaffe, Esq., whose address is c/o Jaffe Law, LLC, 2337 West 76<sup>th</sup> Street, Hialeah, Florida 33016.

Having been named as the registered agent to accept service of process for the above-stated Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent, and agree to act in this Capacity.

\_\_\_\_\_  
Lawrence E. Jaffe, Esq.  
(signature of registered agent)

8/27/10  
\_\_\_\_\_  
Date

IN WITNESS WHEREOF, these Articles of Incorporation are executed this 27<sup>th</sup> of August, 2010.

By: \_\_\_\_\_  
Lawrence E. Jaffe, Esq.  
Sole Incorporator

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