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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SHEKHINAH FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
SHEKHINAH FOUNDATION, INC.

These Amended and Restated Articles of Incorporation For SHEKHINAH FOUNDATION, INC. shall amend and replace those Articles of Incorporation For SHEKHINAH, INC., now known as SHEKHINAH FOUNDATION, INC., filed for record on September 1, 2010.

There are no members or members entitled to vote on amendments. These Amended and Restated Articles of Incorporation were adopted by the board of directors.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is SHEKHINAH FOUNDATION, INC.

ARTICLE II
Principal and Mailing Address

The principal and mailing address of the corporation shall be 21110 Biscayne Boulevard, Suite 304, Aventura, FL 33180.

ARTICLE III
Purpose

This organization is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV
Power Limiting Clause

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be

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authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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 charitable organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a charitable organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE V **Manner of Election**

The Directors shall be appointed according to the procedures set forth in the Bylaws.

ARTICLE VI **Dissolution**

Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

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(s), as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII **Initial Directors and/or Officers**

The initial officers and directors of the corporation are:

Director :
Barry Kaplowitz, M.D.
21110 Biscayne Blvd.
Aventura, FL 33180

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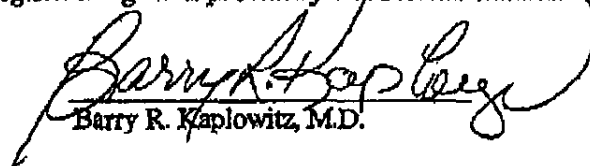
Director:
Lori Grabois
21110 Biscayne Blvd.
Aventura, FL 33180

Director:
Ann-Marie Anderson
21110 Biscayne Blvd.
Aventura, FL 33180

ARTICLE VIII Registered Agent

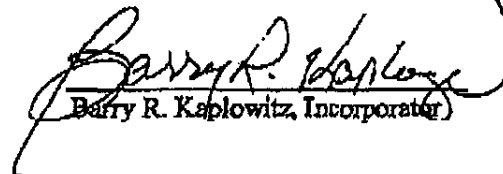
The registered agent for service of process as required by and within the meaning of Florida Statutes Chapter 608 shall be: Barry R. Kaplowitz, M.D., 21110 Biscayne Blvd., Aventura, FL 33180.

Having been named as registered agent and to accept service of process for the above stated not-for profit corporation of the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes.


Barry R. Kaplowitz, M.D.

ARTICLE IX Incorporator

The name and address of the Incorporator is Barry R. Kaplowitz, M.D., 21110 Biscayne Blvd., Aventura, FL 33180.


Barry R. Kaplowitz, Incorporator

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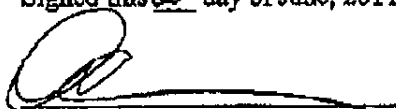
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ACCEPTANCE AS DIRECTOR

I hereby accept the appointment as Director of Shekhinah Foundation, Inc., a Florida not-for profit corporation, and agree to act in this capacity. I further agree to comply with the Bylaws and Second Amended and Restated Articles of Incorporation for Shekhinah Foundation, Inc relating to the proper and complete performance of my duties.

Signed this 22 day of June, 2011.


ANN-MARIE ANDERSON

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