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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**friends of israel initiative, inc.**

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**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF ISRAEL INITIATIVE, INC.**

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**I.  
NAME**

The name of this corporation is the Friends of Israel Initiative, Inc. (the "Corporation"). The principal address of the Corporation shall be Suite 300, 2950 SW 27<sup>th</sup> Avenue, Miami, Florida 33133.

**II.  
ENABLING LAW**

This Corporation is organized pursuant to the Florida Not For Profit Corporation Act (the "Act").

**III.  
DURATION**

The Corporation shall have perpetual existence.

**IV.  
PURPOSES AND POWERS**

A. This Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"). More specifically, this Corporation is organized to provide religious, charitable and educational assistance and guidance to persons who are unable to afford such services and to those institutions which serve the needs of such persons.

B. Within the strictures provided in this Article IV, the Corporation shall have as its goals the following objectives:

- (i) Promote an understanding of the history of the nation of Israel, the character of the Jewish people as one of the oldest land and its contributions to the western civilization. Extend knowledge on culture and religion in Europe and United States as well as contribute to the exchange of views among experts on this subject.
- (ii) Support the desire of the Jewish community to live in the land of their ancestors, forming their own state in peace and security, without fear of being attacked by its neighbors.
- (iii) Assist with the normalization of the acceptance of country of Israel, international recognition of their right of self-defense as a nation and its democratic character inspired by Western values. Promote the right of of Israel to exist as an independent

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state, and therewith confront these ideologies and groups that have as their goal the annihilation of Israel and its citizens.

- (iv) Support the fight against anti-Semitism particularly in Western societies by combating the racist and xenophobic propaganda aimed at Israel's people and its institutions the purpose of which is to generate hatred and violence against Israel.
- (v) To contribute to the general understanding about political and social reality of Israel.
- (vi) Promote an understanding of Israel as a country committed with the international community in defending peace, freedom and global stability, working through international institutions of which it forms part and which is a key member and a reliable ally. Support a greater understanding of Israel's role in the global fight against terrorism and in defense of democracy.

C. This Corporation shall have all of the powers granted to it by the Act, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by Sections 509 and 4941, et seq., of the Code.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustee, 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 tax exempt purposes set forth herein.

## V. MEMBERSHIP

Initially, this Corporation shall not have any members. The Board of Directors may, in its discretion, authorize the admission of members and set the authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

**VI.  
MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors which shall be appointed in the manner provided in the By-Laws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

**VII.  
INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors shall be as listed below:

<b>NAMES</b>	<b>ADDRESSES</b>
Rafael L. Bardaji López	Diego de León, 47 Madrid, Spain 28006
Enrique Gonzalo Navarro Gil	Diego de León, 47 Madrid, Spain 28006
Carmen Calero Villalba	Diego de León, 47 Madrid, Spain 28006
Juan T. O'Naghten	Suite 300 2950 SW 27 <sup>th</sup> Avenue Miami, Florida 33133

**VIII.  
DISSOLUTION**

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Board of Directors. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable and educational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, director or officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any Corporation assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court 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.

IX.  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Juan T. O'Naghten and the initial registered agent of this Corporation at such office shall be Suite 300, 2950 SW 27<sup>th</sup> Avenue, Miami, Florida, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

X.  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Juan T. O'Naghten	Suite 300 2950 SW 27 <sup>th</sup> Avenue Miami, Florida 33133

*IN WITNESS WHEREOF*, the undersigned has executed these Articles of Incorporation this 7<sup>th</sup> day of September, 2010.

  
\_\_\_\_\_  
Juan T. O'Naghten, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

Pursuant to Section 48.091 and 617.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Friends of Israel Initiative, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0503, Florida Statutes.

Date: September 7, 2010

  
\_\_\_\_\_  
Juan T. O'Naghten

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