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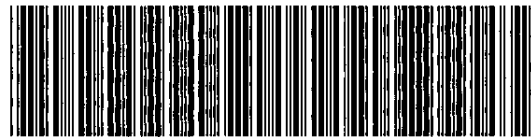
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHEMA ISRAEL MESSIANIC JEWISH CONGREGATION

DOCUMENT NUMBER: N10000008727

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

Please return all correspondence concerning this matter to the following:

RABBI, AVNER BEN YEHUDA

(Name of Contact Person)

SHEMA ISRAEL MESSIANIC JEWISH CONGREGATION MIAMI, IN

(Firm/ Company)

6245 SW KENDALLE LAKES CIRCLE, APT # 100

(Address)

MIAMI, FL 33183

(City/ State and Zip Code)

rabbi.avner.ben.yehuda@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RABBI, AVNER BEN YEHUDA

(Name of Contact Person)

at (786) 344-1587

(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

Articles of Amendment
to
Articles of Incorporation
of

SHEMA ISRAEL MESSIANIC JEWISH CONGREGATION MIAMI, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

N10000008727

(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:

N/A

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)

N/A

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

N/A

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:

RAFAEL GOMEZ

New Registered Office Address:

7538 W. 35 AVENUE

(Florida street address)

HIALEAH, FL

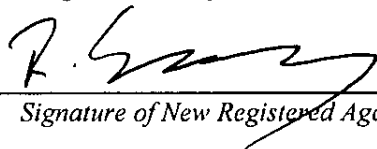
(City)

Florida 33018

(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

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SECRETARY OF STATE

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
VP	JORGE ORTIZ	15934 SW 112 TERRACE MIAMI, FL 33196	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
VP	RAFAEL GOMEZ	7538 W. 35 AVENUE HIALEAH, FL 33018	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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

SEE ATTACHMENT

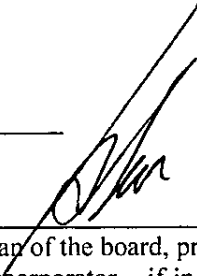
The date of each amendment(s) adoption: OCTOBER 05, 2010

Effective date if applicable: OCTOBER 05, 2010
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ 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 OCTOBER 05, 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)

RABBI - AVNER BEN YEHUDA
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
SHEMA ISRAEL MESSIANIC JEWISH CONGREGATION MIAMI, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes. The undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**AMENDED ADOPTED ARTICLE IX ADDED
ADDITIONAL PROVISIONS**

Resolved that any salaries, wages, together fringe benefits or forms compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501 (C)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal State, or local government for exclusive public purpose. The corporation will exist to perpetuity unless it is dissolved by the law or as anticipated by the statute of Florida 617.05. (or other statutes regarding such dissolution), and by majority, resulting decision of three ordinary sections. In case of dissolution of this corporation: The Moatset ha'Zkenim (Council of Elders) will be in charge of that distribution. To the dissolution of this corporation, no part of its goods must result to the benefit of some particular individual or private organization, including a member of the community, except being compensation by debts by service.

AMENDED ADOPTED ARTICLE X ADDED
OBJECTIVES

- a. To shelter a focused spiritual Community in the Torah (popularly well-known as the Pentateuch), all the Tanach (popularly known as the Old Testament) and the Brith ha'Chadashah (popularly known as New Testament), authorized by the Ruach ha'Kodesh (Holy Spirit) to spread that Yeshua is the Jewish Mashiach (Messiah) promised to the Jewish People for the redemption of Israel and all the nations.
- b. Shema Israel Messianic Jewish Congregation Miami, as a Messianic Jewish Synagogue, tries to gather every one that shares the faith in the Jewish Mashiach, is by roots Jewish or that wish to live the Torah and the Jewish culture; It intends to proclaim the Good News of Yeshua ha'Mashiach to Jews and non-Jewish.
- c. It will be a messianic Jewish brotherhood that Elohim (God of Israel and of the Torah), recognizing his guidance with obedience that progressive contributes significantly towards our relationship between Elohim (God of Israel and the Torah) and with our neighbor. More detailed criteria on the subject will be established on the internal procedures of the congregation.

AMENDED ADOPTED ARTICLE XI ADDED
DIRECTION

The direction or conduction of Shema Israel Messianic Jewish Congregation Miami is conferred to a Moatset ha'Zkenim (Council of Elders) and to a Rabbi. Its general assembly will endorse the decisions of the council, as it is the case of the messianic jewish communities. More detailed criteria on the subject will be established in the internal procedures of the congregation.

AMENDED ADOPTED ARTICLE XII ADDED
PACT OF THE COMMUNITY

- a. Being lead, as we believe, by the Ruach ha'Kodesh to receive Yeshua as our Messiah, Savior and Lord, now, in the presence of Elohim (God of Israel and the Torah) and Its Kehilah (community), very solemn and joyfully, we have been instituted as one body in Yeshua the Messiah. Therefore, we set out not to lose of view, with the help of the Ruach ha'Kodesh, in working together in the love of Yeshua; making efforts for the progress of this community, in knowledge, sanctity and well-being to promote its Biblical discipline and doctrines; to regularly contribute glad to the maintenance of this ministry and the diffusion of New the Goods to the Children of Israel and all the nationalities, thus contributing for tikun ha'olam (the restoration of the world).
- b. Also, we exhort each member to maintain to his/her membership, a devotional life at home, with the community and privately; the religious education of our children within the principles established in the Torah (Pentateuch), and the traditions consistent to these principles and those from the Scriptures, taking whichever is possible for us to our children, to all our family, and to the society the redemption that is in Yeshua the Messiah.
- c. Developing among us the worthy life style of a good believer, full of faith and hope in the coming of the Messiah; while we foment the sanctity, moral and spiritual integrity that a servant of the Kadosh Baruch Hu (the Holy One, Blessed is He) must have, faithful to His commandments, right in his/her actions, a person who abstains from alcohol abuse and from illegal drugs, tobacco and similar things use; good works zealous people who strive to promote the Malchut Elohim (Kingdom of the God of Israel and the Torah) in their life and in the life of their homes and community.

- d. People committed to watch and pray for one another in brotherly love, helping each other on the difficulties of life, cultivating the selfless solidarity characteristic of all good citizens and especially, of all children of Avraham our patriarch.
- e. Unfolding themselves as a community formed of people of exemplary conduct, good citizens, reliable of their obligations before Elohim (God of Israel) and the constituted authorities. More detailed criteria on the subject will be established in the internal procedures of the congregation.

AMENDED ADOPTED ARTICLE XIII ADDED **MEMBERSHIP**

- a. Will be member of Shema Israel Messianic Jewish Congregation Miami, any person in capacity of use of reason, with Jewish roots or no, that have had a experience of faith in Elohim (God of Israel and the Torah), that love the Torah, all His Word including the writings of the Brith ha'Chadashah (NT) and have known Yeshua as his/her Redeeming Messiah. More detailed criteria on the subject will be established in the internal procedures of the congregation.
- b. Also, the congregation will consist of people in quality of 'congregates' in conditions of adaptation with smaller obligations as maintaining a register of life and testimony that does not affect the good reputation of the community and that regularly contributes volunteer for its aims, and 'active member' with more privileges and obligations before the Jewish local and general community, the 'congregates' and the society.
- c. Also each and every one of the members of Shema Israel Messianic Jewish Congregation Miami, will definitively contribute for the maintenance of the good reputation of the community and organization, economically and with a good testimony. Anyone may lose its membership for breach of the purposes of this institution, or by the own will. More detailed criteria on the subject will be established in the internal procedures of the congregation.

AMENDED ADOPTED ARTICLE XIV ADDED **DISCIPLINE**

Shema Israel Messianic Jewish Congregation Miami, will have a Moatset ha'Zkenim (Council of Elders) with authority to deal with subjects related to the life and spiritual well of the community. This council will meet under the presidency of the spiritual leader, that is to say the rabbi, and will make decisions respect if the conduct of some member has been or no illegal, and the deserved sanction, or the way to provide tikun (fixing). If the council has not the collaboration of the involved one, it will act according to what is established on the Holy Scriptures, the good ethics and the Regulations of this organization.

AMENDED ADOPTED ARTICLE XV ADDED **MOATSET HA'ZKENIM (Council of Elders)**

Until the Moatset ha'Zkenim is established, Shema Israel Messianic Jewish Congregation Miami, will be administer by its rabbi and spiritual leader in collaboration with roshei mishpachah (leaders of families). More detailed criteria on the subject will be established in the internal procedures of the congregation.

- a. Those that conform the Moatset ha'Zkenim (Council of Elders), will be taken from the congregation, according to criteria established in the Word of Elohey Israel (God of Israel). The norms for the election of each Zaquen Kehilah (Congregation Elder), are instituted by Rabbi Shaul from Tarsus in his first writing to Timotius 3:1 - 7 and Titus 1:6 - 9, and it is clarified in the internal procedures of this organization.

AMENDED ADOPTED ARTICLE XVI ADDED
RESPONSIBILITIES

The Rabbi, who will be the highest human authority of the congregation, together with the members of the Moatset ha'Zkenim (Council of Elders) will take care of the spiritual supervision of the community, in compliance with these statutes and the internal procedures of Shema Israel Messianic Jewish Congregation Miami.

AMENDED ADOPTED ARTICLE XVII ADDED
GUF HA'SHAMASHIM (Body of Diaconus

The community will, by guidance of its rabbi, to establish a Guf ha'Shamashim (Body of Deacons) composed of men and women of the community, majors of eighteen years, of good testimony, that fill the scriptural requirements, to serve in several areas of the community. More detailed criteria on the subject will be established in the internal procedures of the congregation

AMENDED ADOPTED ARTICLE XVIII ADDED
MOETSET HA'MENAHILIM (Directory)

Shema Israel Messianic Jewish Congregation Miami, will have a directory composed of:

- a. Rabbi and President
- b. A vice-president, not necessarily rabbi
- c. Act secretary
- d. A vice-secretary
- e. Treasurer
- f. Vice treasurer
- g. Representative Agent, who could be the same rabbi, or any other member of the community. The duties, privileges and obligations of each, are those that they have to do with his/her functions and will be established in the internal procedures of the community.

Also, the period of the exercise functions of the dignities of directory and services. Usually one year, with the possibility of being re-elected by the Moatset ha'Zkenim. The dignities of the directory could be ceased at the criterion of the rabbi president, and/or the Moatset ha'Zkenim, either for giving opportunity to other members of the community, resignation or failure to meet his/her position responsibilities. More detailed criteria on the subject will be established in the internal procedures of the congregation.

AMENDED ADOPTED ARTICLE XIX ADDED
ADMINISTRATION AND OBLIGATIONS

Administration:

The rabbi of the community will be the spiritual leader who will administer the life, projects and economy of Shema Israel Messianic Jewish Congregation Miami with the supervision of his directory in conformity to these statutes and the internal procedures of the community.

Obligations:

Shema Israel Messianic Jewish Congregation Miami will respond with its economic resources for the expenses of the place of meetings, the worthy support of its rabbi president, recruit staff, and all the other expenses that it may assume during its establishment according to what is writing on the internal procedures of the community.

**AMENDED ADOPTED ARTICLE XX ADDED
GENERAL AND EXTRAORDINARY ASSEMBLIES**

Shema Israel Messianic Jewish Congregation Miami will meet regularly in general assembly and extraordinarily when it is necessary. The ordinary general assemblies will summon the rabbi president, in periods established in the internal procedures; for the extraordinary assemblies, the rabbi president, will summon with the minimum anticipation and following the criteria established in the regulations.

**AMENDED ADOPTED ARTICLE XXI ADDED
FINANCIAL**

Shema Israel Messianic Jewish Congregation Miami will have banking accounts with which will administer the contributions and donations, maaserim (tithes), trumot (offerings), reshitiot (first fruits) received from the members and supporters of its cause.

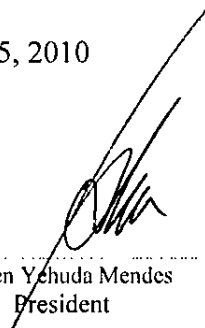
- a. These banking accounts will have the signs of four members of the directory, and the checks two of those four.
- b. The Financial records in conformity of the internal procedures with the supervision of the Rabbi and President.


The amendments of these Articles will be recognized after being put under the opinion of the Moatset ha'Zkenim (Council of Elders), Guf ha'Shamashim (Body of Deacons), and the opinion of the members in extraordinary general assembly, summoned for specific aim, and then will be put under the respective organ of the State of Florida.


Once approved the existence of this corporation, a draft of the Internal Regulation will be written that after being submitted to the Moatset ha'Zkenim (Council of Elders), will come to be functional and applicable to the institutional life of the community.

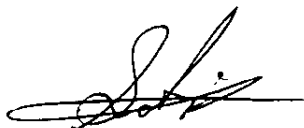
On motion and by unanimous vote the board of directors, the preceding Articles of Amendments of SHEMA ISRAEL MESSIANIC JEWISH CONGREGATION MIAMI, INC. Were adopted.

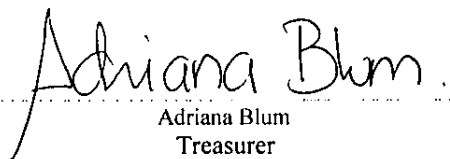
Miami, State of Florida, October 05, 2010



Avner ben Yehuda Mendes
President


Lea ben Yehuda Frank
Secretary


Rafael Gomez
Vice President



Sabino Acosta
Vice Secretary


Adriana Blum
Treasurer


Gisela Socarras
Vice Treasurer

The date of adoption of the amendment was: Date: 10/08/2010

SHEMA ISRAEL MESSIANIC JEWISH CONGREGATION MIAMI, INC.


Avner ben Yehuda Mendez
President