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*Amended And
Restated Act*

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE NESHAMAH INSTITUTE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Amended and Restated Articles of Incorporation ("Restatement") as of the 1st day of June, 2011 ("Amendment Date"):

ARTICLE 1. Name.

The name of the corporation shall be as follows:

The Neshamah Institute, Inc.

ARTICLE 2. Address.

The address of the principal office and the mailing address of the corporation is:

21845 Powerline Road
Suite 205
Boca Raton, Florida 33433

ARTICLE 3. Purposes.

The corporation is organized, and shall be operated exclusively for charitable, educational and religious purposes which shall include, without limitation, the following general principles:

1. To provide a relationship with a rabbi to begin cultivating a child's and family's Jewish spirit to develop the child's and the Jewish family's own Jewish identity and commitment to Jewish life.
2. To provide a forum where Jewish families may join together to celebrate Shabbat.
3. To provide an innovative, personalized spiritual path to B'nai Mitzvah for families.
4. To provide a Jewish religious atmosphere and to conduct religious services in accordance with the tenets and practices of the Jewish faith.
5. To provide, foster and promote religious, educational and social activities in connection with the observance of Jewish holidays and tradition.
6. To encourage the public to give financial support in furtherance of the objectives of the corporation.
7. To engage in other activities as are not inconsistent with the purposes stated hereinabove.

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Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 4. *General Powers.*

In addition to, but not in limitation of, the general powers conferred by common law and the statutes of the State of Florida in effect from time to time, the corporation shall have the following powers, unless indicated otherwise by the bylaws: (i) to own, acquire, construct, operate and maintain property, buildings, structures and other facilities incident thereto; (ii) to buy or otherwise acquire, sell or otherwise dispose of, mortgage, pledge, hypothecate or otherwise encumber, exchange, lease, hold, use, operate, invest and otherwise deal in and with real, personal and mixed property of all kinds, including, without limitation, stocks, bonds, and other securities and rights or interests therein for any purposes of the corporation; (iii) to accept, take, hold, acquire and receive by gift, devise, loan, bequest, purchase, or to receive by contribution any real, personal or mixed property in any form without limitation as to kind, amount or value; (iv) to borrow money for any purpose except as may be limited by the bylaws; (v) to enter into, make, perform or enforce contracts of every kind and description; and (vi) to do all other acts necessary, appropriate or advisory in carrying out any purpose of the corporation. The corporation shall be authorized to accept contributions or gifts in any form, either without restriction or subject to such terms, restrictions and trusts as may be provided in such gifts, and may administer any such trust provided such terms, conditions or trusts are within the objects and purposes of this corporation and are not in violation of any other provisions of these Articles of Incorporation. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law.

ARTICLE 5. *Manner of Election.*

Officers. The officers of the corporation may consist of a president, executive director, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the Bylaws. Each officer shall be nominated and elected by a vote of the President (and may be removed by a vote of the President) at such a time and in such a manner as may be prescribed by the Bylaws or by law.

ARTICLE 6. *Initial Officer:*

<u>Name</u>	<u>Address</u>	<u>Title(s)</u>
Rabbi Amy Rader	21845 Powerline Road Suite 205 Boca Raton, Florida 33433	Executive Director

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ARTICLE 7. *Initial Registered Agent and Street Address.*

The name and Florida street address of the registered agent of the corporation is:

Jonathan D. Louis, President
Jonathan D. Louis, P.A.
7777 Glades Road
Suite 315-B
Boca Raton, Florida 33434

On this 1st day of June, 2011, having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Jonathan D. Louis, P.A.

By: 
Jonathan D. Louis, President

ARTICLE 8. *No Members.*

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 9. *Not For Profit.*

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its officers, trustees, incorporator or private individual except that, pursuant to proper authorization, reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No substantial part of the activities of the corporation will include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

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ARTICLE 10. *Duration.*

The term of the corporation is perpetual.

ARTICLE 11. *Dissolution.*

On the dissolution of the corporation, the officers shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 12. *Incorporators.*

The name and street address of the original incorporator is as follows:

Jonathan D. Louis, Esq.
Jonathan D. Louis, P.A.
7777 Glades Road
Suite 315-B
Boca Raton, Florida 33434

ARTICLE 13. *Bylaws.*

The Bylaws of the corporation are to be made and adopted by the President, and may be altered, amended or rescinded by the President.

ARTICLE 14. *Amendment.*

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them. This Restatement was adopted by all of the Board Members and does not contain amendments requiring member approval.

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ARTICLE 15. *Indemnification and Civil Liability Immunity.*

The corporation shall indemnify each officer, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 16. *Commencement of Corporate Existence.*

The date when corporate existence commenced was September 16, 2010.

In witness whereof, the undersigned Executive Director has signed these Amended and Restated Articles of Incorporation as of the Amendment Date.



Rabbi Amy Rader
Executive Director

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