

N130000 10739

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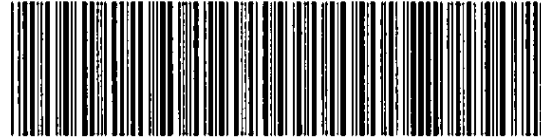
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JAMES L. SIMMONS
CLERK OF COURT

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MAR 06 2020



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 19, 2020

BENZION KORF
17330 NW 7TH AVE
MIAMI, FL 33169

SUBJECT: LUBAVITCH EDUCATIONAL CENTER, INC.
Ref. Number: N13000010739

We have received your document for LUBAVITCH EDUCATIONAL CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file either Amended and Restated Articles or the Articles of Amendment. Division of Corporations do not file Bylaws.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Octavia L Simmons
Regulatory Specialist II Supervisor

Letter Number: 820A00003689

Please find enclosed check
for Certified Copy.

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NORTH DAKOTA

The Amended Articles

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LUBAVITCH EDUCATIONAL CENTER, INC.

In compliance with Chapter 617, Florida Statutes (the Florida Nonprofit Corporation Act):

ARTICLE I. NAME: The name of the corporation shall be Lubavitch Educational Center, Inc. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE: The address, including street and number, of the principal office of the Corporation is 17330 NW 7th Avenue, Miami, Florida 33169; provided, however, the Board of Directors may relocate the principal office of the Corporation to any other location within the State of Florida as the Board of Directors may determine from time to time.

ARTICLE III. PURPOSE: The Corporation is organized and shall be operated: (a) generally, for charitable, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder; and (b) specifically, as (i) a synagogue and (ii) a school for children below the college level, in each of the aforementioned cases, as affiliated and in strict accordance with the Orthodox-Halachic interpretation of Torah and Judaism. Notwithstanding anything to the contrary contained in these Amended and Restated Articles of Incorporation (the "Articles"), in no event shall the Corporation carry on any activity that is not permitted to be carried on by a corporation that is: (a) exempt from federal income tax under Section 501(c)(3) of the Code and the regulations promulgated thereunder; (b) contributions to which are deductible under Section 170(c)(2) of the Code and the regulations promulgated thereunder; and (c) organized under Chapter 617, Florida Statutes (the Florida Nonprofit Corporation Act). Solely for the above purposes, the Corporation is empowered to and may exercise all other rights, powers and privileges now or hereafter conferred upon nonprofit corporations in the State of Florida.

ARTICLE IV. REGISTERED AGENT AND STREET ADDRESS: The name and address, including street and number, of the registered agent of the Corporation is Jennifer Lipkind having an address of 17330 NW 7th Avenue, Miami, Florida 33169.

ARTICLE V. MEMBERS: There shall be no members of the Corporation. All rights granted to members under law shall be vested solely in the members of the Board of Directors (each such member of the Board of Directors is referred to herein as a "Director").

ARTICLE VI. DIRECTORS AND MANNER OF ELECTION: The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by or under the direction of, a board of directors (the "Board of Directors"). The Board of Directors shall consist of five (5) Directors; provided, however, such number of Directors may be either increased or decreased from time to time as stated in the bylaws of the Corporation (as amended from time to time, the "Bylaws"); provided further, however, in no event shall such number of Directors be less than three (3). The Board of Directors shall be the following persons:

Rabbi Benzion Korf
6100 Pine Tree Drive
Miami Beach, Florida 33140

Rabbi Abraham Korf
1257 Alton Road
Miami Beach, Florida 33139

Rabbi Menachem Cass
5401 Collins Avenue, Unit 534
Miami Beach, Florida 33140

Menachem Korf
1410 Lenox Avenue
Miami Beach, Florida 33139

Yosef Sossonko
1207 Lennox Avenue
Miami Beach, Florida 33139

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SECRETARY

The manner and method of election, removal and resignation of Directors (including, without limitation, the Directors named in these Articles) shall be as stated in the Bylaws. Where not inconsistent with Chapter 617, Florida Statutes (the Florida Nonprofit Corporation Act), or the express provisions of these Articles, the Board of Directors shall have all the rights, powers and privileges now or hereafter conferred upon the directors of corporations for profit in the State of Florida.

ARTICLE VII. OFFICERS AND MANNER OF APPOINTMENT: The officers of the Corporation will consist of a President, a Secretary and a Treasurer, and may include one or more Vice Presidents, one or more assistant Secretaries and one or more assistant Treasurers (each of the foregoing is referred to herein as an "Officer"). The manner and method of election, removal and resignation of Officers, as well as the functions and duties of each such Officer, shall be as stated in the Bylaws. Any Director may simultaneously serve: (a) as an Officer and Director; as well as (b) in more than one (1) Officer position.

ARTICLE VIII. ADVISORY COMMITTEES: The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one or more advisory committees. The manner and method of appointment, removal and resignation of the members of the advisory committee, as well as the term, purpose and other aspects of each such advisory committee, shall be as stated in the Bylaws. The Board of Directors is not required to take, follow or implement any advice, recommendation or proposal provided by any advisory committee. And, neither the designation of any such advisory committee, nor the delegation of any authority thereto, nor any action taken thereby pursuant to such delegated authority (including, without limitation, the giving of any advice or recommendation) shall alone constitute compliance by any member of the Board of Directors with his or her responsibility to act in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE IX. DURATION: The period of duration of the Corporation shall be perpetual.

ARTICLE X. DISTRIBUTION OF ASSETS: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation: (a) distribute all the assets of the Corporation to Friends of Lubavitch of Florida, Inc., provided that such organization is then existing and qualified as exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder; or (b) if that organization is not then existing or qualified as exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder, then the Board of Directors shall distribute all the assets of the Corporation to one or more Chabad organizations then existing and qualified as exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder; or

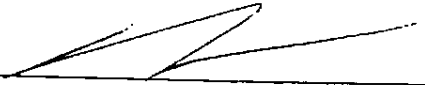
(c) if the Board of Directors fails to distribute all the assets of the Corporation as set forth in (a) or (b) above, then the Circuit Court of the city or county in which the principal office of the Corporation is then located shall distribute all the assets of the Corporation to one or more organizations organized and operated exclusively for charitable, religious or educational purposes then qualified as exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder as selected by said Circuit Court.

ARTICLE XI. AMENDMENTS: Any one or more of the provisions of these Articles may be amended in accordance with the requirements of law and the Bylaws.

ARTICLE XII. INCONSISTENT PROVISIONS: In the event of any conflict between the provisions of these Articles and any other document governing the affairs of the Corporation (including, without limitation, the Bylaws), the provisions of these Articles shall prevail, govern and control.

ARTICLE XIII. ADOPTION: These Amended and Restated Articles of Incorporation of the Corporation were submitted to the members of the Corporation for approval and adoption at a meeting duly noticed and held on January 13, 2020 (the "Date of Adoption"); and, the number of votes cast by the members of the Corporation at such duly noticed and held meeting was sufficient to approve and adopt these Amended and Restated Articles of Incorporation of the Corporation; and, therefore, these Amended and Restated Articles of Incorporation of the Corporation are and shall be effective as the Date of Adoption.

ARTICLE XIV. RESTATEMENT: From and after the Date of Adoption, these Amended and Restated Articles of Incorporation of the Corporation shall amend, restate, replace and supersede those certain Articles of Incorporation of the Corporation filed December 2, 2013 with the Department of State, Division of Corporations for the State of Florida, as amended by those certain Articles of Amendment to Articles of Incorporation of the Corporation filed September 4, 2014 with the with the Department of State, Division of Corporations for the State of Florida, in each case under Document Number N13000010739 in their entirety.



Rabbi Benzion Korf, Director

1/13/2020
Date

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TALLAHASSEE, FL