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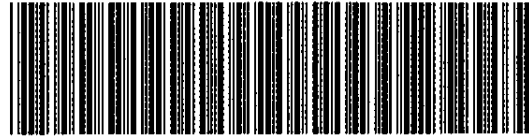
(Business Entity Name)

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TALLAHASSEE FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Florida Lubavitch Building Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Benzion Korf
Name (Printed or typed)
17330 NW 7th Avenue
Address
Miami, FL 33169
City, State & Zip
305-653-8770
Daytime Telephone number
bkorf@ecf.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FLORIDA LUBAVITCH BUILDING FOUNDATION, INC.**
(a Florida Corporation Not For Profit)

ARTICLE I
Name

The name of this Corporation is FLORIDA LUBAVITCH BUILDING FOUNDATION, INC. (hereinafter called the "**Corporation**").

ARTICLE II
Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes (the "**Act**").

ARTICLE III
Address

The address of the principal office and the mailing address of the Corporation shall be as follows:

17330 NW 7th Avenue
Miami, Florida 33169

ARTICLE IV
Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V
Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (the "**Code**"), for the express purpose of acquiring the ownership of real property identified as: (i) 1140 Alton Road, Miami Beach, Florida 33139; and (ii) 17330 NW 7th Avenue, Miami Gardens, Florida 33169, and to thereafter lease the Properties to Lubavitch Educational Center (LEC) (or its successor or designee) for an initial term of ninety (99) years with automatic renewal terms of ninety-nine (99) years (the "**Lease**") as specifically set forth in the Corporations bylaws, and in conjunction, therewith, conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of both Lubavitch Educational Center, Inc., a Florida not-for-profit corporation ("**LEC**") and Friends of Lubavitch of Florida, Inc., a Florida not-for-profit corporation ("**FOLOF**") both organized to be exempt from federal income taxation under Section 501(c)(3) of the Code. If either LEC and/or FOLOF cease to be a "qualified organization" (a "qualified organization" is any organization described in

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Sections 509(a)(1) or (a)(2) of the Code), the Corporation shall be operated exclusively for the benefit or one or more qualified successor or designated organizations as shall be selected by LEC or FOLOF, as applicable, subsequent to such loss of qualification. Notwithstanding the foregoing, if LEC or FOLOF cannot or does not provide the Corporation with a qualified organization as their successor within any applicable time period as may be required under the Code, the Board of Directors of the Corporation shall select a qualified organization under the auspices of Chabad Lubavitch movement in the State of Florida or alternatively, if one in Florida cannot be found, a qualified organization in a substitute geographical location. Notwithstanding any provision of the Act or the bylaws of the Corporation to the contrary, this Article V may be amended only upon the affirmative unanimous vote cast at a meeting of the Board of Directors at which all elected directors are present (for clarification and avoidance of doubt a quorum of directors as defined under the Act or the bylaws shall be insufficient to amend this Article V.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

Notwithstanding any provision of the Act or the bylaws of the Corporation to the contrary, a vote of the Corporation to act under subsections (i)-(v) above, shall require the affirmative unanimous vote cast at a meeting of the Board of Directors at which all elected directors are present.

ARTICLE VII
Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation.

ARTICLE VIII
Members

The Corporation shall not have members.

ARTICLE IX
Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to LEC or if, that corporation is no longer an operating entity then to FOLOF. If at the time of any dissolution, either neither LEC or FOLOF is exempt from taxation under Section 501(c)(3) of the Code, then the remaining assets of the Corporation shall be distributed to or one or more qualified successor or designated organizations as shall be selected by FOLOF or LEC, *provided, however*, that if neither FOLOF nor LEC provide the Corporation with a qualified organization as successor or designee within any applicable time period as may be required under the Code, the Board of Directors of the Corporation shall select a qualified organization, a not-for-profit fund, foundation, or corporation under the auspices of Chabad Lubavitch movement in the State of Florida as selected by the Board of Directions which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws

ARTICLE X
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by affirmative vote of all of the votes cast at a meeting of the Board of Directors at which a quorum is present and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. Any expendable income shall be distributed to LEC or FOLOF.

B. No 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not; (i) conduct or carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (2) of the Code or corresponding section of any future federal tax code; or (ii) make any investments in such manner as to subject it to tax under the Code or corresponding section of any future federal tax code

D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding section of any future federal tax code.

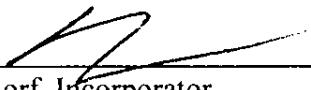
ARTICLE XI
Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida will be 17330 NW 7th Avenue, Miami, Florida 33169, and the name of its registered agent at such office is Rabbi Benzion Korf, Director.

ARTICLE XII
Incorporator

The name and address of the sole incorporator is Rabbi Benzion Korf, 17330 NW 7th Avenue, Miami, Florida 33169.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 6 day of January, 2014.



Benzion Korf, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

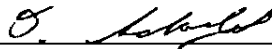
WITNESSETH:

That, Florida Lubavitch Building Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Rabbi Obadia Schochet, 17330 NW 7th Avenue, Miami, Florida 33169, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 6 day of January, 2014



Obadia Schochet

**ACTION OF THE SOLE INCORPORATOR OF
FLORIDA LUBAVITCH BUILDING FOUNDATION, INC.**

(Pursuant to Section 617.0205 of the Florida Not for Profit Corporation Act)

The undersigned, being the sole incorporator of FLORIDA LUBAVITCH BUILDING FOUNDATION, INC., a Florida not for profit corporation (the "**Corporation**"), without a meeting, does hereby elect the following persons to serve as directors of the Corporation until their successors are elected and are qualified or until the death, resignation or removal of said individuals:

Sonny Kahn
Russell Galbut
Ronnie Cohen
Robert Daniel
Mordechai Korf
Abraham Shaulson
Rabbi Moshe Kotlarsky
Yossi Duchman
Rabbi Benzion Korf
Rabbi Abraham Korf
Menachem M. Korf
Rabbi Mencahem Cass

Dated as of January 6, 2014



Benzion Korf, Sole Incorporator

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