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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Los Cabos Jewish Community Center, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
LOS CABOS JEWISH COMMUNITY CENTER, INC.  
(a Florida Not for Profit Corporation)**

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STATE OF FLORIDA  
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**ARTICLE I.  
NAME**

The name of the corporation shall be "LOS CABOS JEWISH COMMUNITY CENTER, INC." (hereinafter referred to as the "Corporation").

**ARTICLE II.  
ADDRESS OF PRINCIPAL OFFICE; MAILING ADDRESS**

The street address of the initial principal office of the Corporation is 1100 Biscayne Blvd, Suite 2101, Miami, FL 33132. The mailing address of the Corporation is 1860 Montreal Road, Tucker, GA 30084.

**ARTICLE III.  
PURPOSE**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

**ARTICLE IV.  
MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation.

**ARTICLE V.  
INITIAL BOARD OF DIRECTORS**

The initial directors of the Corporation shall be Raymond F. Schinazi, Jonathan Pikoff and Charlene McNabb.

**ARTICLE VI.  
LIMITATIONS**

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 and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

D. If the Corporation is ever determined to be a private foundation as defined in Code Section 509, then (a) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws, (b) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws, (c) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws, (d) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws and (e) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE VII.**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is **NRAI SERVICES, INC.**, and the street address of the Corporation's initial registered agent is 1200 South Pine Island Road, Plantation, Florida 33324.

#### **ARTICLE VIII.**

#### **INCORPORATOR**

The name of the sole incorporator of the Corporation is **NOAM LIPSHEITZ** and the address of such incorporator is 401 East Las Olas Blvd., Suite 2000, Fort Lauderdale, FL 33301.

#### **ARTICLE IX.**

#### **DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed by a court of competent jurisdiction 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, which are organized and operated exclusively for such purposes.

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The undersigned executes these Articles of Incorporation of **LOS CABOS JEWISH COMMUNITY CENTER, INC.** this 18<sup>th</sup> day of March 2014.

  
\_\_\_\_\_  
NOAM LIPSCHITZ, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CONSENT OF REGISTERED AGENT  
OF  
LOS CABOS JEWISH COMMUNITY CENTER, INC.**

The undersigned, NRAI SERVICES, INC., having been named as registered agent to accept service of process for LOS CABOS JEWISH COMMUNITY CENTER, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

NRAI SERVICES, INC.

By: Katie Wonsch  
Name: Katie Wonsch  
Title: Assistant Secretary