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**FLORIDA PROFIT/NON PROFIT CORPORATION
JACK & LEE ROSEN JEWISH COMMUNITY CENTER, INC.**

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 08 |
| Estimated Charge | \$70.00 |

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September 17, 2014

ARTICLES OF INCORPORATION
OF
JACK & LEE ROSEN JEWISH COMMUNITY CENTER, INC.

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a nonprofit Florida corporation.

ARTICLE I

The name of this corporation shall be **JACK & LEE ROSEN JEWISH COMMUNITY CENTER, INC.** (the "Corporation").

ARTICLE II

The objects and purpose of the Corporation and the general nature of its activities shall be as follows:

1. To promote and engage in recreational, cultural, social, and educational activities, and to contribute to the welfare of the Jewish community of Central Florida.
2. To operate the Jack & Lee Rosen Campus community center in Dr. Phillips, Orlando, Florida (the "Center") and related facilities and services for the membership of the Center.
3. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incident to the Center and its related facilities and services.

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4. To borrow money and issue evidences of indebtedness and furtherance of any or all of the objects of the Center's affairs and business, and to secure loans by mortgage, deed of trust, pledge or other lien.

5. To engage in any activity and to perform contracts of any kind necessary or in connection with the accomplishment of any one or more of the non-profit purposes of the Corporation.

6. In general, the Corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations not for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The post office address of the principal office of the Corporation in the State of Florida shall be 11184 S. Apopka-Vineland Road, Orlando, 32836.

ARTICLE V

The Corporation shall have no members and shall be managed by the Board of Directors of the Corporation (the "Board") as provided in the Bylaws of the Corporation (the "Bylaws").

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than twelve (12) directors nor more than thirty-eight (38) directors, who are elected in the manner provided for in the Bylaws. The initial directors shall be identified in the Bylaws and shall hold office for the first year of the Corporation's existence or until their successors are

elected and have qualified. The time and place and manner of calling meetings of the Board shall be fixed by the Bylaws.

ARTICLE VII

The officers of the Corporation shall be: A president, one or more vice presidents, a secretary, a treasurer, and one or more assistant secretaries. The number of vice presidents and assistant secretaries and treasurers may be fixed and determined by the Board from time-to-time. Any person may hold two or more offices, except that the president shall not also be secretary or assistant secretary of the Corporation. The Board may provide for the election or appointment and prescribe the duties of such other officers and agents as the Board may deem advisable for the conduct and operation of the business of the Corporation. The officers of the Corporation shall be elected annually by the Board. The initial officers shall be identified in the Bylaws and shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified.

ARTICLE VIII

The name and post office address of the Incorporator is:

Bruce W. Marin
111 N. Orange Avenue, Suite 1800
Orlando, Florida 32801

ARTICLE IX

The Bylaws shall be adopted by the Board and may be amended only as provided therein, provided that such Bylaws and amendments thereto shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE X

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board at any annual or special meeting of the Board.

ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, trustees, 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 II hereof. No substantial 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 the candidate for public office. Notwithstanding any other provision of these articles, 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 Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).


Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt

organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

[signatures on next page]

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation, this 17th day of September, 2014.


Bruce W. Marin, Incorporator

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TALLAHASSEE, FLORIDA

**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be F & L Corp. The initial registered office of this corporation shall be One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, *Florida Statutes*.

F & L Corp

By: _____

Michael A. Okaty

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