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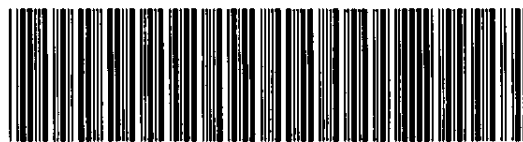
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Neshama Foundation Inc

DOCUMENT NUMBER: N1600009531

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Chaim Russ

Name of Contact Person

The Neshama Foundation Inc

Firm/ Company

7100 W Camino Real Suite 302-23

Address

Boca Raton FL 33433

City/ State and Zip Code

info@theneshamafoundation.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chaim Russ

305

785-5207

at ()

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Chilton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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THE NESHAMA FOUNDATION INC
Amended Articles of Incorporation

EIN 30-0958360

The Neshama Foundation Inc

A FLORIDA Non-profit Corporation

AMENDED ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be THE NESHAMA FOUNDATION INC The business of the corporation may be conducted as THE NESHAMA FOUNDATION INC or THE NESHAMA FOUNDATION.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

THE NESHAMA FOUNDATION INC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. **The Neshama Foundation Inc** will operate for the following purposes.

1. Provide religious prayer services, under the auspices of an ordained Rabbi, on a weekly basis to the community
2. Provide last rites and religious burial services in accordance with Jewish law
3. Provide free grief counseling to the public
4. Endeavor to ensure that every Jewish person receives a proper Jewish burial in accordance with Jewish law and tradition

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5. Educate the community about Jewish law and tradition pertaining to death, burial, and mourning.
6. Train and supply the local Chevra Kadisha (Jewish Burial Society) to ensure the proper care of all Jewish deceased.
7. Distribute supplies, free of charge, in order to properly set up the house of mourning.

3.02 Non-Profit

THE NESHAMMA FOUNDATION INC] is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

THE NESHAMMA FOUNDATION INC is organized exclusively for religious services, charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of THE NESHAMMA FOUNDATION INC shall inure to the benefit of, or be distributable to its members, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

THE NESHAMMA FOUNDATION INC is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of THE NESHAMMA FOUNDATION INC of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

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4.03 Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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 purpose. In any event, the overriding concept is that no private benefit should inure to any individual upon an even of dissolution. See further section 4.04.

The organization to receive the assets of the THE NESHAMMA FOUNDATION INC hereunder shall be selected by the discretion of a majority of the managing body of the THE NESHAMMA FOUNDATION INC and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the THE NESHAMMA FOUNDATION INC by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of FLORIDA.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of FLORIDA to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any

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activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

THE NESHAMA FOUNDATION INC shall be governed by its board of directors.

5.02 Directors

The initial directors of the corporation shall be

1. ISAAC BRAUN
2. DESERIE FISCHER
3. GEORGIANE CACCAVALE

ARTICLE VI **MEMBERSHIP**

6.01 Membership

THE NESHAMA FOUNDATION INC shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

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THE NESHAMMA FOUNDATION INC
Amended Articles of Incorporation

EIN 30-0958360

ARTICLE VIII **ADDRESSES OF THE CORPORATION**

8.01 Corporate Address

The address of the corporation is:

THE NESHAMMA FOUNDATION INC
7100 W CAMINO REAL
SUITE 302-23
BOCA RATON FL 33433

The mailing address of the corporation is:

THE NESHAMMA FOUNDATION INC
7100 W CAMINO REAL
SUITE 302-23
BOCA RATON FL 33433

ARTICLE IX **APPOINTMENT OF REGISTERED AGENT**

9.01 Registered Agent

The registered agent of the corporation shall be:

ISAAC BRAUN
7100 W CAMINO REAL
SUITE 302-23
BOCA RATON FL 33433

ARTICLE X **INCORPORATOR**

The incorporators of the corporation are as follow:

CHAIM RUSS
7100 W CAMINO REAL
SUITE 302-23

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EIN 30-0958360

BOCA RATON FL 33433

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of The Neshama Foudnation Inc., which has no members, were approved by the board of directors on December 21, 2016 and constitute a complete copy of Articles of Incorporation of The Neshama Foundation Inc.

Title: D

~~Isaac Braun~~



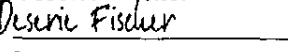
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7100 W Camino Real
Suite 302-23
Boca Raton FL 33433

4/6/2017

Title: D

~~Deserie Fischer~~



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7100 W Camino Real
Suite 302-23
Boca Raton FL 33433

4/6/2017

Title: D

Georgiane Caccavale

DocuSigned by:



980D7D0A618D45B...

7100 W Camino Real
Suite 302-23
Boca Raton FL 33433

4/13/2017

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Isaac Braun, agree to be the registered agent for The Neshama Foundation Inc as appointed herein.

DocuSigned by:



Isaac Braun, Registered Agent

Date: 4/6/2017