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COR AMND/RESTATE/CORRECT OR O/D RESIGN
LA DOR VA DOR FOUNDATION, INC.

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AUG 09 2018
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August 8, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LA DOR VA DOR FOUNDATION, INC.
951 S.E. MONTEREY COMMONS BLVD.
STUART, FL 34996

SUBJECT: LA DOR VA DOR FOUNDATION, INC.
REF: N17000004639

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ARTICLE XII SHOWS A DIFFERENT REGISTERED AGENT (GENE ZWEBEN) PLEASE MAKE THE CORRECTION.

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Cheryl R McNair
Regulatory Specialist II

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2018 AUG -8 PM 4:10
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LA DOR VA DOR FOUNDATION, INC.
a Florida not-for-profit corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2018 AUG -8 PM 12:13

Pursuant to Sections 617.1001, 617.1006 and 617.1007 of the Florida Statutes, Corporation Name, a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated August 6, 2018.
2. The members of the Corporation adopted these Amended and Restated Articles of Incorporation unanimously on August 6, 2018, and the number of votes cast for the amendment and restatement was sufficient for approval.
3. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of Corporation Name, a Florida not-for-profit corporation, are hereby amended and restated as follows:

ARTICLE I

Name

The name of the Corporation shall be Temple Beit Hayam Foundation, Inc.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

A. This Corporation is intended to qualify as a supporting organization as described in Section 509(a)(3) of the Internal Revenue Code of 1986 and its regulations, as now in effect or as may hereinafter be amended (the "Internal Revenue Code"), or any corresponding provision of any future United States Internal Revenue Law, and this Corporation is intended to be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and authority of the Board of Directors shall be limited accordingly. This Corporation is organized for the purposes of receiving and maintaining real, tangible, or intangible property, or any combination of the three, and using and applying the whole or

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any part of the income therefrom and the principal thereof exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, Temple Beit Hayam, Inc., a Florida not-for-profit corporation, (the "Supported Organization"), Temple Beit Hayam, Inc. being an organization operated exclusively for charitable, scientific, literary, athletic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be operated, supervised or controlled by the Supported Organization. In furtherance of the above enumerated purposes, this Corporation shall have any and all lawful powers provided in the Florida Statutes that are not in conflict with these Articles.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV**Restrictions**

A. This Corporation is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act, and is created, organized, and shall be operated exclusively for educational, charitable, scientific and literary purposes described in Section 501(c)(3) of the Internal Revenue Code.

B. This Corporation is one that does not contemplate pecuniary gain or profit to the directors or officers thereof and no part of any net earnings of the Corporation shall inure to the benefit of any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the Corporation. The Corporation shall not be controlled, directly or indirectly, by "disqualified persons" as defined in Section 4946 of the Internal Revenue Code.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

D. No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall be distributed to Temple Beit Hayam, Inc.; provided, however, that if Temple Beit Hayam, Inc. is not then in existence, or if it is not then an organization qualified for exemption from federal income taxation under the provisions of Section 501 (c)(3) of the Internal Revenue Code, to one or more organizations which are organized and exist exclusively for

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educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the assets shall be distributed to the United States of America, the State of Florida, the County of Martin or other local government, for a public purpose. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of 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.

F. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall also be subject to the following limitations:

(i) the Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(ii) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(iii) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(iv) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; and

(v) The Corporation shall make qualifying distributions in accordance with Section 4942(j)(3) of the Internal Revenue Code, and shall at all times fulfill the requirements set forth in Section 4942(j)(3) of the Internal Revenue Code so as to qualify as an "operating foundation" within the meaning of that Section, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V**Capital Stock**

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE VI**Members**

The Corporation shall not have members within the meaning of the Florida Not For Profit Corporation Act, unless the By-laws provide that the Corporation shall have members. Instead, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to amend these Articles of Incorporation, provided that any amendments are in conformity with Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code. If the By-laws provide that the Corporation shall have members, membership shall be limited to the Supported Organization.

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H18000228596**ARTICLE VII****Board of Directors**

A majority of the Board of Directors of this Corporation shall be elected by Temple Beit Hayam, Inc., in the manner provided in the Corporation's By-Laws, and the remainder of the Directors shall be elected by the Board of Directors in the manner provided in the Corporation's By-Laws. The number of directors may be either increased or diminished from time to time as provided in the By-laws but shall never be less than three (3) nor more than fifteen (15). The qualification and manner of election or appointment of directors by Temple Beit Hayam, Inc. shall be as set forth in the By-laws. The names and addresses of the current directors are set forth below:

Ira Pearlstine
153 SW Lake Rush Ct.
Palm City, FL 34990

Michael Millner
2055 NW Diamond Creek Way
Jensen Beach, FL 34957

Amy Alpert
1928 SW Winners Dr.
Palm City, FL 34990

Phyllis Rappaport
9 Rivercrest Ct
Sewall's Point, FL 34996

David Lampert
2995 SE Aster Ln Apt. A-204
Stuart, FL 34994

Jeff Chabin
4612 SW Branch Terr
Palm City, FL 34990

Bob Green
26 Island Rd.
Stuart, FL 34996

Gene Goldin
314 SE Pelican Dr.
Stuart, FL 34996

Merle Ginsberg
7010 SE Harbor
Stuart, FL 34996

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Rabbi Matthew Durbin
4491 SW La Paloma Dr.
Palm City, FL 34990

ARTICLE VIII

Officers

The officers of the Corporation shall occupy those positions designated in the By-laws, and they shall be elected and shall govern in accordance with the provisions of said By-laws.

ARTICLE IX

Principal Office

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

951 SE Monterey Commons Boulevard
Stuart, Florida 34996

ARTICLE X

Indemnification

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

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ARTICLE XI

Amendments

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE XII

Registered Office and Agent

The street address of the registered office of this Corporation is 2400 SE Federal Highway, Fourth Floor, Stuart, Florida 34994 and the name of the registered agent of this Corporation at the address is Kenneth A. Norman.

Witness the hand and seal of the President of the Corporation this 8TH day of AUGUST, 2018.

Temple Beit Hayam Foundation, Inc.

By: 
Michael Millner, President

STATE OF FLORIDA)
)
COUNTY OF MARTIN) ss

The foregoing instrument was sworn to, subscribed and acknowledged before me this 8 day of AUGUST, 2018, by Michael Millner, President of the Corporation, who is personally known to me, and who did take an oath.

(Seal)



DANIELA CAMACHO
MY COMMISSION # GG 063266
EXPIRES: February 15, 2021
Bonded Thru Budget Notary Services


Notary Public – State of Florida

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

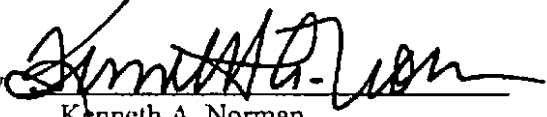
In pursuance of §§48.091(1) and 617.0501, Florida Statutes, the following is submitted in compliance thereof:

That TEMPLE BEIT HAYAM FOUNDATION, INC., f/k/a LA DOR VA DOR FOUNDATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 2400 S.E. Federal Highway, Fourth Floor, Stuart, Florida 34994 has named Kenneth A. Norman, located at that same address as its initial registered 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 617.0503, Florida Statutes.

By


Kenneth A. Norman

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