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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
ONWARD LIVING INC.

The undersigned, as representative of the Board of Directors of Onward Living Inc., desiring to amend and restate the Articles of Incorporation of a corporation not-for-profit under Chapter 617 of the Florida Statutes, pursuant to Florida Statutes, Sections 617.1002 and 617.1007, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be ONWARD LIVING INC. For convenience, the ONWARD LIVING INC. is hereinafter referred to as the "Organization."

ARTICLE II  
DURATION AND COMMENCEMENT

The duration of the Organization shall be perpetual and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

ARTICLE III  
PURPOSES, NATURE AND POWERS

The purpose for which the Organization is organized and the general nature of the activities shall be as follows:

A. The Organization is a non-stock, not for profit corporation organized solely for the public interest of its members, pursuant to Florida Statutes, Chapter 617.

B. The Organization shall not engage in any activity for pecuniary profit.

C. The Organization is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to

Prepared by: Adam R. Seligman  
4420 Beacon Circle, Suite  
West Palm Beach, FL 33407  
Florida Bar No: 22923

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organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

D. The Organization is organized to engage in activities as a private corporation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); including without limitation, to assist recovering alcoholics and other addicts in the State of Florida and elsewhere by providing lodgings at no or low cost, while also including Jewish religious instruction, worship services and other social activities in order to help reintegrate our clientele back into their families, as well as other eligible charitable institutions that qualify under Section 501(c)(3) of the Internal Revenue Code.

E. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on:

- (1) 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 federal tax code); or
- (2) 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 federal tax code).

F. The Organization will endeavor to distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The Organization will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Organization will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. The Organization will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. The Organization will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV MEMBERSHIP AND ADMISSION

Membership and manner of admission of members of the Organization shall be as set forth in the By-Laws of the Organization.

#### ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization in such manner, to Bais Medrash of South Florida, Inc., 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 other corresponding provision of any future United States Internal Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, Florida, or such other Circuit Court 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 purposes.

#### **ARTICLE VI** **DIRECTORS**

A. Number of Directors: The property, business and affairs of the Organization shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) or more than five (5) persons.

B. Election of Directors: Election of Directors of the Organization shall be as set forth in the By-Laws of the Organization.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Organization are as follows:

Todd Alan Greenwald  
4375 N.W. 5<sup>th</sup> Avenue  
Boca Raton, FL 33431

Avraham Rodin  
955 Cranford Avenue  
Valley Stream, NY 11581

Nichemia Gewartz  
159-10 71<sup>st</sup> Avenue, Apt. 4D  
Flushing, NY 11365

#### **ARTICLE VII** **OFFICERS**

A. Subject to overall supervision of the Board of Directors of the Organization and to any special provisions of the By-Laws of the Organization, the affairs of the Organization are to be managed by the following officers (who will be elected at the annual meeting of said Board of Directors to be held at such time as may be determined by the By-Laws):

1. President; Secretary; and Treasurer. The office of President, Secretary and Treasurer may be held by one (1) person.

2. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Moshe A. Yachnes	President
Todd Alan Greenwald	Treasurer
Moshe A. Yachnes	Secretary

#### ARTICLE VIII BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

#### ARTICLE IX INCORPORATOR

The name and address of the Incorporator of the Organization is:

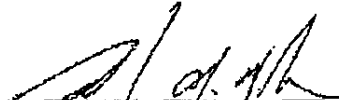
<u>Name</u>	<u>Address</u>
Moshe A. Yachnes	7100 West Camino Real, Suite 404 Boca Raton, FL 33433

#### ARTICLE X INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The initial registered office of this Organization shall be at 7100 West Camino Real, Suite 404, Boca Raton, FL 33433, with the privilege of having its office and branch offices at other places within or outside the State of Florida. The initial registered agent at that address shall be Moshe A. Yachnes. The initial principal office of the Organization shall be at 7100 West Camino Real, Suite 404, Boca Raton, FL 33433.

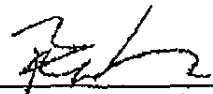
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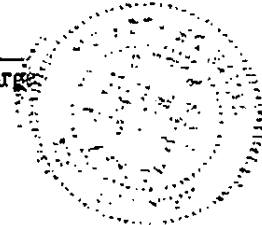
IN WITNESS WHEREOF, the said President has hereunto set his hand this 11 day of April, 2018.

  
Moshe A. Yachnes, President

STATE OF FLORIDA, COUNTY OF PALM BEACH) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Moshe A. Yachnes, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 11 day of April, 2018.

  
Notary Public, State of Florida at Large  
My Commission Expires:



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

**ACKNOWLEDGMENT:**

Having been named to accept service of process for **ONWARD LIVING INC.**, at the initial registered office of the Organization in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of §617.0503 Florida Statutes.

Date: April 16, 2018

By: 

Moshe A. Yachnes  
Registered Agent



**CONSENT TO ACTION  
IN  
LIEU OF A MEETING  
OF  
THE DIRECTORS  
OF  
ONWARD LIVING INC.**

In accordance with Florida Statutes §617.0821, the undersigned, being a majority of the directors of Onward Living Inc., a not for profit corporation duly organized and existing under and by the virtue of the laws of the State of Florida (the "Corporation"), takes the following action:

**RESOLVED**, that the Amended and Restated Articles of Incorporation attached hereto and made a part hereof are hereby ratified and approved.

**FURTHER RESOLVED**, that the By-Laws attached hereto and made a part hereof are hereby ratified and approved.

**FURTHER RESOLVED**, that the Conflict of Interest Policy attached hereto and made a part hereof are hereby ratified and approved.

**FURTHER RESOLVED**, that the Company shall file an Application for Recognition of Exemption Status with the United States Department of Treasury/Internal Revenue Service.

**FURTHER RESOLVED**, that the Company shall file, if required by law, a Charitable Organizations/Sponsors Registration Application with the Florida Department of Agriculture and Consumer Services.

**FURTHER RESOLVED**, that Moshe A. Yachnes, President of Onward Living Inc., may execute any and all documents and instruments (including modifications, amendments and extensions thereof) reasonably required in order to consummate said Resolutions, and that he is


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4420 Beacon Circle, Suite  
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Florida Bar No: 22923

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authorized and directed to execute, on behalf of the Company, all documents and instruments necessary to consummate the Resolutions.

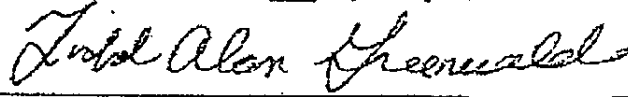
Dated this 18 day of April, 2018.

Onward Living Inc.

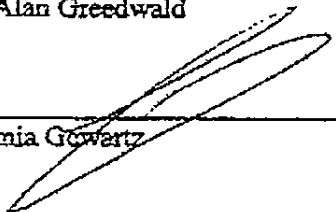
By:   
Moshe A. Yachnes, President

(Company Seal)

WITNESS, the hand and corporate seal of a majority of directors, in any number of counterparts, as of this 18 day of April, 2018.

  
Todd Alan Greedwald

  
Avraham Rodin

  
Nichemia Gwartz