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17 JUN -6 PM 2:51

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EFFECTIVE DATE 06/05/17

06/08/17

# ANSBACHER LAW

REAL ESTATE · CONSTRUCTION · PERSONAL INJURY  
CONDOMINIUMS · HOMEOWNER ASSOCIATIONS

3509 U.S. Highway 17  
Fleming Island, FL 32003  
904.385.3444

8818 Goodbys Executive Drive  
Suite 100  
Jacksonville, FL 32217  
904.737.4600

1100 South Ponce de Leon Boulevard  
Suite 3A  
St. Augustine, FL 32084  
904.429.4833

389 Palm Coast Parkway SW, Suite 4  
Palm Coast, FL 32137  
386.524.4327  
*by appointment only*

June 5, 2017

Florida Department of State  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, FL 32301

**VIA UPS 2-DAY: 1ZFF23890298115393**

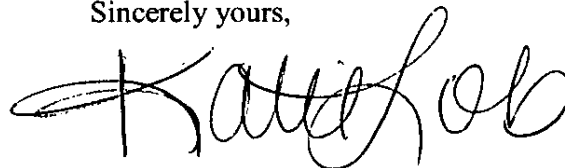
**RE: Jacksonville Torah High School, Inc.**  
**Our File No.: 170271**

Dear Sir/Madam:

Enclosed please find our check in the amount of \$78.75 for the filing of the Articles of Incorporation for Jacksonville Torah High School, Inc. Also included is the Certificate Designating Registered Agent and Acknowledgment of Registered Agent.

Please stamp the duplicate copy of the above-described instruments and return to us in the enclosed self-addressed envelope, along with a certified copy.

Sincerely yours,



Katherine J. Lob  
Legal Assistant

/kjl  
Enclosures

**ARTICLES OF INCORPORATION**

**for**

**JACKSONVILLE TORAH HIGH SCHOOL, INC.**

The undersigned incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes does hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I  
Corporate Name**

The name of the corporation is:

Jacksonville Torah High School, Inc.

**ARTICLE II  
Corporate Office and Mailing Address**

The street address of the principal office of the Corporation will be:

10167 San Jose Boulevard  
Jacksonville, Florida 32257

The mailing address for the Corporation will be:

c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

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JACKSONVILLE, FLORIDA

**ARTICLE III  
Duration**

Existence of the Corporation shall commence as of June 5, 2017. The Corporation shall exist in perpetuity.

**ARTICLE IV  
Purpose the Corporation**

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, and not for pecuniary profit.

Specifically, the Corporation is organized for the purpose of providing and facilitating secular and religious education and engaging in activities for such purposes.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, as may be amended.

## **ARTICLE V**

### **Non-Discriminatory Policy**

The Corporation shall admit and offer its services, programs and activities to parents and students of any race, color, national origin, or ethnic origin. The Corporation shall not discriminate on the basis of race, color, national origin, or ethnic origin in administration of its educational policies, admissions policies, scholarship programs, loan programs, athletic programs, or in any other programs which are organized or administered by the Corporation.

## **ARTICLE VI**

### **Powers and Restrictions**

The powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes, but subject to the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to directors, officers or any other private individual or interest. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. The Corporation shall not engage in propaganda, or attempt to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.
4. 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, all within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.

**ARTICLE VII**  
**Registered Agent and Street Address of Registered Office**

The initial registered agent will be:

Ansbacher Law, P.A.

and the registered office for such agent will be at:

8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator is:

Barry B. Ansbacher  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**ARTICLE IX**  
**Membership**

Pursuant to §617.0601 Florida Statutes, the Corporation will have no members.

**ARTICLE X**  
**Initial Board of Directors**

The directors of the Corporation shall be elected or appointed in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event shall the number of directors be fewer than three.

The initial directors of the Corporation and their addresses are:

**Emily Rosenbaum**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**Steven Shapiro**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**Abraham Smith**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**Lon Smolensky**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

## **ARTICLE XI**

### **Corporate Officers**

The officers of the Corporation will be as provided in the bylaws. Officers shall be elected or appointed as provided in the bylaws.

## **ARTICLE XII**

### **Indemnity and Hold Harmless**

The Corporation indemnifies and holds harmless each director and officer against all expenses. Claims, losses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding to which such director or officer may be a party, or in which he or she may become involved, by reason of having served or serving as a director or officer of the Corporation. This indemnity shall apply to both current and former directors and officers. In the event of the death of any person having a right of indemnification under this provision, such right shall inure to the benefit of such person's heirs, executors, administrators, and personal representatives. A director or officer shall promptly notify the Corporation of any action, claim or loss which is covered by this indemnity and hold harmless agreement and cooperate with the Corporation in the defense of against any action or claim.

However, the preceding indemnity and hold harmless agreement will not apply to a director or officer adjudged to be liable for willful malfeasance or misfeasance.

The foregoing right of indemnification shall be in addition to and not in lieu of any right of indemnity inuring to a present or former director or officer under statute or common law.

### **ARTICLE XIII**

#### **Bylaws**

The bylaws of the Corporation shall be established by the initial directors of the Corporation by majority vote. Thereafter, the bylaws shall be amended as provided in the bylaws.

### **ARTICLE XIV**

#### **Amendments to the Articles of Incorporation**

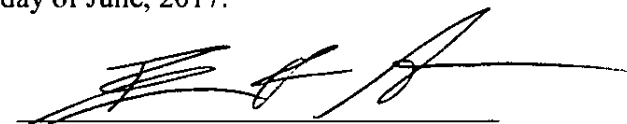
These Articles of Incorporation may be amended upon the affirmative vote of not less than seventy five (75%) percent of directors serving at the time of the amendment. Procedures regarding amending these Articles of Incorporation shall otherwise be as provided in the bylaws.

### **ARTICLE XV**

#### **Dissolution**

Upon dissolution and upon payment or adequate discharge of all the Corporation's liabilities and obligations, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, or shall be distributed to a State or the Federal government for a public purpose.

**IN WITNESS WHEREOF**, the undersigned incorporator of this Corporation has hereunto set his hand and seal this 5<sup>th</sup> day of June, 2017.

  
Barry B. Ansbacher, Incorporator

**CERTIFICATE OF REGISTERED AGENT**

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

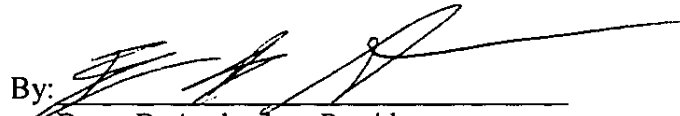
That Jacksonville Torah High School, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Ansbacher Law, P.A., a Florida professional corporation, 8818 Goodbys Executive Drive, Jacksonville, Florida 32217, as its agent to accept service of process within the State of Florida.

  
Barry B. Ansbacher

**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned is familiar with and accepts such appointment, and the obligations thereof, and agrees to act in this capacity, and to comply with the provisions of law relating to keeping said office open.

Ansbacher Law, P.A.  
a Florida professional corporation

By:   
Barry B. Ansbacher, President  
"Registered Agent"

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COURT OF FLORIDA