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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE CHABAD LUBAVITCH COMMUNITY CENTER, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael Lapat

(Contact Person)

Law Offices Michael Lapat

(Firm/Company)

3300 University Dr. Ste 311

(Address)

Coral Springs, FL 33065

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Lapat

(Name of Contact Person)

At (954) 345-6442

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

ARTICLES OF MERGER
(Not for Profit Corporations)

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TALLAHASSEE FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>THE CHABAD LUBAVITCH COMMUNITY CENTER, INC</u>	<u>Florida</u>	<u>N17897</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Congregation B'Nai Israel of Coral Springs, Inc.</u>	<u>Florida</u>	<u>743757</u>
<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </u>
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☒ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on March 26, 2006 _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 33 FOR 23 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

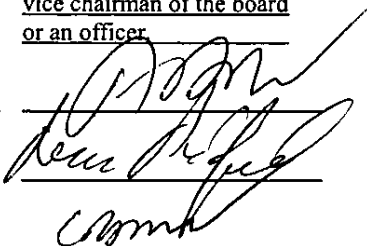
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer

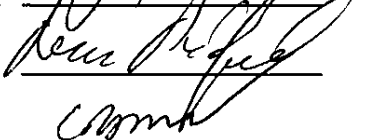
Typed or Printed Name of Individual & Title

THE CHABAD LUBAVITCH COMMUNITY CENTER, INC.



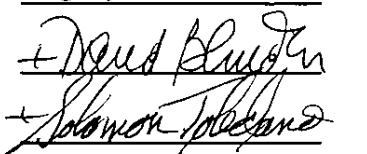
FRIEDMAN, ABRAHAM, Pres. Dir

REUVEN, ROCKFORD, Dir



REUVEN, ROCKFORD, Dir

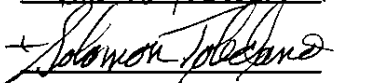
Congregation B'Nai Israel of Coral Springs, Inc.



FRIEDMAN, CHANIE Sec. Dir

David Blinder, President

Solomon Tolédano, Treas.



Solomon Tolédano, Treas.

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

THE CHABAD LUBAVITCH COMMUNITY CENTER, INC.

Florida

The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Congregation B'Nai Israel of Coral Springs, Inc.

Florida

The terms and conditions of the merger are as follows:

See Exhibit "A"

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

None

Other provisions relating to the merger are as follows:

See Exhibit "B"

Exhibit "A"

(a) All liabilities and obligations of **Congregation B'Nai Israel of Coral Springs, Inc** be assumed, paid and discharged, or adequate provisions be made therefor;

(b) Assets held by **Congregation B'Nai Israel of Coral Springs, Inc** upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the Merger, be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets received and held by the **Congregation B'Nai Israel of Coral Springs, Inc** subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the Merger, shall be transferred or conveyed to **The Chabad Lubavitch Community Center, Inc.**, as provided in the plan of merger;

(d) That all other assets shall be transferred or conveyed to Chabad Lubavitch Community Center, Inc., a Florida corporation located at 3925 N. University Drive Coral Springs, Florida all the assets of the corporation tangible and intangible, including but not limited to:

- 1) Three Sefer Torah's;
- 2) 100 prayer books;
- 3) condominium apartment located at 4129 NW 88th Ave. Unit 106, Coral Springs, Fl. 33065;
- 4) \$100,000 Certificate of Deposit;
- 5) approximately \$30,000 in a Money Market;
- 6) approximately \$10,000 in a checking account; and,
- 7) any all other assets, real, personal, tangible and intangible, including but limited to, any interests, any accounts receivable, any donations receivable, receivable gifts, bequests, receivable or the like which may been transferred, conveyed, assigned, donated, devised in the past or intended to be transferred, conveyed, assigned, donated, devised.; and

(e) No part of the net income, revenue, and grants of the **Congregation B'Nai Israel of Coral Springs, Inc** shall insure to the benefit of any member, officer, or any private individual (except that the reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer or any private individual shall be entitled to share in the distribution of any part of the assets of the **Congregation B'Nai Israel of Coral Springs, Inc.** In its merger, the assets and the records for the **Congregation B'Nai Israel of Coral Springs, Inc.** shall be transferred to **Chabad Lubavitch Community Center, Inc.**, an organization with federal tax exemption for charitable and educational uses and purposes similar to those of the **Congregation B'Nai Israel of Coral Springs, Inc.**

Exhibit "B"

All members of the **Congregation B'nai Israel of Coral Springs, Inc** on the date of filing Articles of Merger shall be given lifetime memberships without charge at **The Chabad Lubavitch Community Center, Inc.** including that such lifetime memberships include High Holiday Seat tickets without charge and further that **The Chabad Lubavitch Community Center, Inc.** display the corporation's Yahrzeit Plaques with existing names and as with such names may be added, on the walls of **The Chabad Lubavitch Community Center, Inc.** for such purpose.

The Chabad Lubavitch Community Center, Inc. shall operate and maintain as an Orthodox Synagogue in accordance with Orthodox Halachic law the property located at 4129 NW 88th Ave., Unit 106, Coral Springs, Florida 33065 for as long as there are in attendance for each Shabbos and Holdiday Service not less than 6 male members of record of the former **Congregation B'nai Israel of Coral Springs, Inc.** as of the date of merger of the former **Congregation of B'nai Israel of Coral Springs, Inc.** with **The Chabad Lubavitch Community Center, Inc.** or for a period of three years, whichever shall occur first. **The Chabad Lubavitch Community Center, Inc.** will cause male members to attend these services as may require for a minyan but not more than 4 male members of **The Chabad Lubavitch Community Center, Inc.** Nothing to the contrary withstanding, in the event that 6 male members of record of the former **Congregation B'nai Israel of Coral Springs, Inc** as of the date of merger of the former **Congregation B'nai Israel of Coral Springs, Inc.** shall not be present as provided aforesaid for more than 5 consecutive services where a minyan is required, then **The Chabad Lubavitch Community Center, Inc.,** may, at its sole and absolute discretion, no longer operate and maintain the property at 4129 NW 88th Ave., Unit 106, Coral Springs, Florida 33065 as an Orthodox Synagogue.