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COVER LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Jacksonville Community Kollel, Inc.

SUBJECT: ____

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

S70.00 Filing Fee

Status

■\$78.75 Filing Fee & Certified Copy

S87.50 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

Ansbacher Law, P.A. FROM:

Name (Printed or typed)

8818 Goodbys Executive Drive

Address

Jacksonville, Florida 32217

City, State & Zip

(904) 737 - 4600

Daytime Telephone number

alw@ansbacher.net; barry.ansbacher@ansbacher.net

	address:				

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION for JACKSONVILLE COMMUNITY KOLLEL, INC.

The undersigned incorporator of a not-for-profit corporation (the "Corporation") under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I Corporate Name

The name of the Corporation is:

Jacksonville Community Kollel, Inc.

ARTICLE II CORPORATE OFFICE AND MAILING ADDRESS

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

10167 San Jose Blvd Jacksonville FL 32257

The mailing address for the Corporation will be:

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

ARTICLE III DURATION

Existence of the Corporation shall commence as of March 17, 2018. The Corporation shall exist in perpetuity.

ARTICLE IV <u>Purpose the Corporation</u>

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:

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1. providing and facilitating secular and religious education and engaging in activities for such purposes;

2. providing a synagogue for religious services; and

3. conducting Jewish religious services and cultural services and activities.

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 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, nor shall the Corporation 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 VI REGISTERED AGENT AND STREET ADDRESS OF REGISTERED OFFICE

The initial registered agent will be:

Ansbacher Law, P.A.

The registered office for such agent will be at:

8818 Goodbys Executive Drive Jacksonville, Florida 32217



ARTICLE VII 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 VIII <u>Membership</u>

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

ARTICLE IX 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:

Yaakov M. Fisch

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

Scot Ackerman, M.D.

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

David Robbins

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

Avi Zaguri

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

ARTICLE X CORPORATE OFFICERS

The officers of the Corporation shall be as provided in the bylaws. Officers shall be ele appointed as provided in the bylaws.

ARTICLE XI 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 indemnity and hold harmless agreement referenced in the preceding paragraph 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 XII Bylaws

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

ARTICLE XIII <u>Amendments to the Articles of Incorporation</u>

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 XIV 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.

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IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has set his hand and seal this $\frac{44k}{2}$ day of March, 2018.

-----_ Barry B. Ansbacher, Incorporator

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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 Community Kollel, 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

0 By:

Barry B. Ansbacher, President "Registered Agent"