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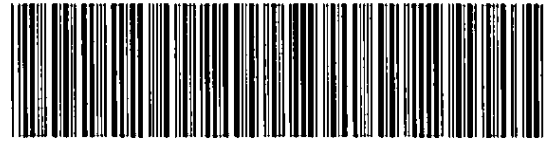
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mendel Gordon
24611 Production Circle
Bonita Springs, FL 34135
(347) 452-0489
mendelgordon@gmail.com

April 10, 2019

Via Overnight Delivery

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: New Corporation Filing (Not for Profit)

Dear Sir/Madam:

Enclosed please find (i) Articles of Incorporation for the filing of a new **not for profit** corporation, "Chabad at FGCU, Inc.," and (ii) a money order in the amount of \$70.00 for filing fees. Please file the Articles and process the incorporation.

For any correspondence or return of papers, please send to:

Mendel Gordon
24611 Production Circle
Bonita Springs, FL 34135
(347) 452-0489
mendelgordon@gmail.com

Thank you for your kind assistance.

Yours very truly,

Mendel Gordon

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHABAD AT FGCU, INC.
A Florida Not-for-Profit Corporation**

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is Chabad at FGCU, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS; MAILING ADDRESS**

Section 1 Principal Place of Business. The address of the Corporation's principal place of business is:

24611 Production Circle
Bonita Springs, FL 34135

Section 2 Mailing Address. The Corporation's mailing address is:

24611 Production Circle
Bonita Springs, FL 34135

**ARTICLE III
REGISTERED AGENT**

The name and Florida street address of the Corporation's registered agent in the State of Florida is:

Mr. Menachem Gordon
24611 Production Circle
Bonita Springs, FL 34135

I certify that I am familiar with and accept the responsibilities of being the Corporation's registered agent under the laws of the State of Florida:

Registered Agent Signature: Menachem Gordon
Menachem Gordon

**ARTICLE IV
PURPOSES AND POWERS**

Section 1 Purposes. The Corporation is organized and shall be operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the United States Revenue Code. Subject to the preceding, the specific purposes and objectives of the Corporation shall include, but not be limited to, the following:

- (a) establishing, maintaining and operating a house of Jewish worship;

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(b) establishing, maintaining and operating a Jewish library and house of study; and

(c) conducting such educational, religious and social activities as will serve the religious needs of the Jewish community of Florida Gulf Coast University and vicinity.

Section 2 Powers. In furtherance of the preceding purposes and objectives (but not otherwise), and subject to the restrictions set forth in Article IV, Section 3 below, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3 Restrictions on Powers.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no director or officer of the Corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the United States Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the United States Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the board of directors.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the United States Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue Code, and, if at any time the Corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(i) The Corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the United States Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the United States Internal Revenue Code;

(ii) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the United States Internal Revenue Code;

(iii) The Corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the United States Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the United States Internal Revenue Code;

(iv) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the United States Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the United States Internal Revenue Code; and

(v) The Corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the United States Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the United States Internal Revenue Code.

(c) All references in these Articles of Incorporation to provisions of the United States Internal Revenue Code are to the provisions of the United States Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE V MEMBERS

The corporation shall have no voting or non-voting members.

ARTICLE VI MANAGEMENT

Section 1 Board of Directors. The management of the affairs of the Corporation shall be vested in a board of directors, except as otherwise provided in the Florida Not for Profit Corporation Act, these Articles of Incorporation, or the bylaws of the Corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the bylaws of the Corporation.

Section 2 Limitation on Liability of Directors. No director shall be personally liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the Corporation or to its members for monetary damages for the following: (a) any material breach of the director's duty of loyalty to the Corporation or

to its members. (b) material acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Florida Not for Profit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act. Any repeal or modification of this Article VI, Section 2 shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Section 3 Indemnification. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

Section 4 Initial Directors and Officers. The initial directors and officers of the Corporation are as follows:

- (a) Title: Director, President
Mr. Menachem Gordon
24611 Production Circle
Bonita Springs, FL 34135

- (b) Title: Director
Mr. Schneur Z. Mockin
16940 NE 8th Place
North Miami Beach, FL 33162

- (c) Title: Director
Mr. Yisroel Geisinsky
720 NE 171st Street
North Miami Beach, FL 33162

ARTICLE VII BYLAWS

The initial bylaws of the Corporation shall be as adopted by the board of directors. Except to the extent limited by the Florida Not for Profit Corporation Act, the board of directors shall have power to alter, amend, and repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the Corporation may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as these articles may from time

to time be amended. However, no bylaw shall have the effect of giving any director or officer of the Corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the Corporation's existence or as an incident to its dissolution.

**ARTICLE VIII
EFFECTIVE DATE; DURATION**

Section 1 Effective Date. The effective date of the Corporation shall be April 2, 2019.

Section 2 Duration. The Corporation shall have perpetual existence.

**ARTICLE IX
AMENDMENT**

The board of directors shall have the power and authority at any time and from time to time to amend these articles of incorporation without member approval to the extent provided in the Florida Not for Profit Corporation Act.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

Mr. Menachem Gordon
24611 Production Circle
Bonita Springs, FL 34135

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s817.155, F.S. I understand the requirement to file an annual report between January 1 and May 1 in the calendar year following the formation of this Corporation and every year thereafter to maintain "active" status.

Signature of Incorporator:

Menachem Gordon

Menachem Gordon

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