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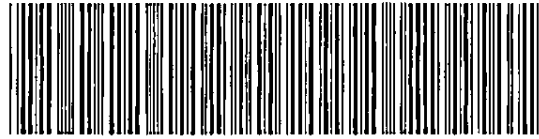
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SECRETARY OF STATE
TALLAHASSEE, FL

N CULLICOTT

MAR 19 2020

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 233575 4301770

AUTHORIZATION :

COST LIMIT \$ 70.00

ORDER DATE : March 17, 2020

ORDER TIME : 8:57 AM

ORDER NO. : 233575-005

CUSTOMER NO: 4301770

DOMESTIC FILING

NAME: CONGREGATION OLAM CHESED, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson - EXT.

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
CONGREGATION OLAM CHESED, INC.
(A Florida Corporation Not For Profit)

ARTICLE I. Name

The name of this Corporation is Congregation Olam Chesed, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II. Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III. Principal Office and Mailing Address

The address of the principal office and mailing address of the Corporation is 1060 NE 180th Terrace, North Miami Beach, FL, 33162.

ARTICLE IV. Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V. Purposes

The Corporation is organized and shall be operated exclusively for religious, educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provisions of any subsequent federal tax law).

In furtherance of such purposes, the Corporation shall work to:

- (a) Assist and maintain a House of Worship of the Orthodox Jewish faith in North Miami Beach, Florida;
- (b) Assist and maintain religious schools and houses of worship of the Orthodox Jewish faith in the United States and elsewhere;
- (c) Accomplish the purposes described in the preceding sentences by engaging in such charitable, educational, and religious activities as shall be designed to attain those purposes;

- (d) Make grants and contributions to support charitable, religious and educational programs consistent with the Corporation's charitable purposes; and
- (c) Engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes except as restricted herein.

ARTICLE VI. Powers

The Corporation shall have powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended, or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto, consistent with maintaining its tax-exempt status under section 501(c)(3), its status as a public charity under section 509(a)(1), and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

ARTICLE VII. Prohibited Activities

The Corporation shall expressly have no power to engage in or to make contributions or grants or to provide support to any person or entity for the purpose of engaging in any activity that is inconsistent with the purposes of the Corporation as described in Article V of these Articles of Incorporation.

ARTICLE VIII. Board of Directors

The manner of election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE IX. Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Code.

ARTICLE X. Restrictions Required by the Code

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of the purposes set forth in Article V hereof.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 or engage in political activities of any kind.

3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation which is exempt from Federal income taxation under Code section 501(a) as an organization described in Code section 501(c)(3); or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XI. Private Foundation Rules

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under federal tax laws, then at such time or times the Corporation shall be subject to the following restrictions:

1. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
2. The Corporation shall not: (i) engage in any act of self-dealing as defined in section 4941(d) of the Code; (ii) retain any excess business holdings as defined in section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under section 4944 of Code; or (iv) make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE XII. Limitation of Liability

To the fullest extent permitted by Florida law, a director or officer of the Corporation shall not be personally liable to the Corporation or any other person for monetary damages for breach of duty of care or other duty as a director or officer, or for any statement, vote, decision, or failure to act, regarding corporate management or policy, regardless of when such breach statement, vote, decision, or failure to act may have occurred, except for liability under the provisions of section 607.0831 of the Florida Statutes.

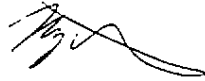
ARTICLE XIII. Registered Office; Registered Agent

The street address of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301; and the name of its registered agent at such office is Corporation Service Company.

ARTICLE XIV. Incorporator.

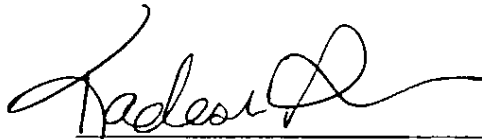
The street address of the incorporator is Patterson Belknap Webb & Tyler LLP, 1133 Avenue of the Americas, New York, NY 10036; and the name of its incorporator is Margo E. Watson.

IN WITNESS WHEREOF, these Articles of Incorporation have been subscribed this 17th day of March, 2020 by the undersigned, who affirm that the statements made herein are true and correct.



Name: Margo E. Watson
Capacity: Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Name:
Capacity: Registered Agent

Kadesha Roberson
Asst. Vice President

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