

N200000004316

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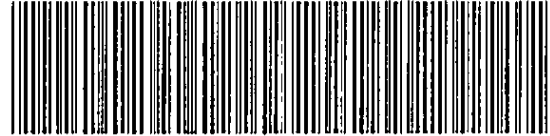
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

YESHIVA MIDDLE SCHOOL, INC.

Signature _____

Requested by: Seth

Name _____

Date _____

Time _____

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____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

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____ UCC 1 or 3 File _____

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

August 13, 2020

CAPITAL CONNECTION, INC.

SUBJECT: YESHIVA MIDDLE SCHOOL INC.
Ref. Number: N20000004316

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 820A00015293

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

YESHIVA MIDDLE SCHOOL INC.

Signature _____

Requested by: Seth

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

174 Ponder & Printing • Thomsville, GA 30086

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
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____ UCC 11 Retrieval _____
____ Courier _____

RESTATED ARTICLES OF INCORPORATION
OF

YESHIVA MIDDLE SCHOOL INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, for the purpose of forming a not for profit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Restated Articles of Incorporation:

Article 1: Name

The name of this Corporation is:

YESHIVA MIDDLE SCHOOL INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

Article 2: Not for Profit

This Corporation is a not for profit corporation under the laws of the State of Florida, and is therefore not formed for pecuniary profit.

Article 3: Duration

This Corporation shall have perpetual existence.

Article 4: Purpose and Limitations

This Corporation is not organized for pecuniary profit or financial gain, and shall be operated exclusively for and subject to the following not for profit purposes and limitations:

- A. To operate a middle school or schools, of orthodox Jewish and secular learning, and for instructional and educational purposes for children. To include within the student body values, ideals, principles, and standards in accordance with orthodox Jewish standards.
- B. To promote the health, education, and welfare of children and to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes

either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

- C. 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 member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- F. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- G. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- H. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- I. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code and said regulations as they now, exist or as they may hereafter be amended.

- J. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- K. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5: Principal Office and Mailing Address

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

**13300 MEMORIAL HIGHWAY
MIAMI, FL 33161**

The mailing address of the Corporation shall be:

**13300 MEMORIAL HIGHWAY
MIAMI, FL 33161**

Article 6: Board of Directors and Officers

The management of this Corporation shall be vested in its Board of Directors. The number of Directors of the Corporation shall be three (3) or more. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation but shall never be less than three (3). The Officers of this Corporation shall consist of a President, Vice President, Secretary, Treasurer and any other officers as may be provided by the By-Laws. The names and addresses of each Director and officer of this Corporation are as follows:

**Title: P, D
ZWEIG, YITZCHAK
2033 N BAY RD
MIAMI BEACH, FL 33140**

**Title: VP, D
ZEMEL, JOSEPH
3121 PRAIRIE AVENUE
MIAMI BEACH, FL 33140**

**Title: S, T, D
WINKLER, YITZCHAK
4000 ALTON RD APT 502
MIAMI BEACH, FL 33140**

Article 7: Incorporator

The name and address of the incorporator of the company is:

**YITZCHAK WINKLER
4000 ALTON RD
APT 502
MIAMI BEACH, FL 33140**

Article 8: Bylaws

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered in accordance with such Bylaws or as otherwise provided for by applicable Florida law.

Article 9: Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, in accordance with the applicable provisions of the Bylaws of the Corporation or the laws of the State of Florida or as otherwise provided for by applicable law and any and all rights and privileges as may be conferred upon Directors or Officers are subject to these reservations.

Article 10: Non-Stock Basis

This Corporation is organized on a nonstock basis and shall not issue any shares of stock.

Article 11: Registered Agent

The Registered Agent of this Corporation is:

**YITZCHAK WINKLER
4000 ALTON RD
MIAMI BEACH, FL 33140**

The date of the adoption of these Restated Articles of Incorporation is: August 11, 2020.

The amendment(s) was/were adopted by the directors and do not contain any amendments requiring member approval and the number of votes cast for the amendment(s) was/were sufficient for approval.

Signature: _____

YITZCHAK ZWEIF

Name

Title: President, Director

Dated: 8/13/2020