

N 21 00000 6158

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

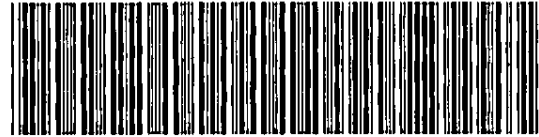
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500364266385

04/20/21--01006--001 ♦♦79.00

2021 APR 20 11:31:01
J. Anderson

See 5/4/21

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

P.O. Box 6327
TALLAHASSEE, FL 32314
(850) 245-6052

Subject: Filing of Articles of Incorporation for **Elyon Jewish Academy, Inc.**

Please find one (1) original and (one) copy of the Articles of Incorporation and the payment of the \$70.00 for the filing of the Articles of Incorporation.

Please return proof of filing to

Gayle E. Green, Esq.

5810 South Pine Island Road

Davie, FL 33328

If you need to contact me, I can be reached by telephone at 954-583-6100, ext. 777 or by email at ggreen@posnackschool.org

2021 APR 20 PM 3:00

ARTICLES OF INCORPORATION

ELYON JEWISH ACADEMY, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not for profit under Chapter 617 of the Florida Statutes.

Article I- Name

The name of the corporation shall be Elyon Jewish Academy, Inc. (the "Corporation").

Article II - Principal Office

The address of the principal office and the mailing address of the Corporation is 5810 S. Pine Island Road; Davie, FL 33328.

Article III - Purpose

- A. The Corporation will be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. The Corporation is organized for the purpose of operating an online private school for children in grades 6-10, offering a curriculum that emphasizes academic excellence and Jewish values, and any such other purposes that are incidental and ancillary thereto as determined by the Corporation's Board of Directors.
- C. All property of the Corporation shall be dedicated to the foregoing purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in this Article. 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 or in opposition to any candidate for public office.
- D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a)

by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- E. The Corporation will admit students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It will not discriminate on the basis of race, color, national origin, ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

Article IV- Term of Existence

The effective date upon which the Corporation will come into existence is April 15, 2021, and it shall exist perpetually thereafter unless dissolved according to law.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 5810 South Pine Island Road, Davie, FL 33328, and the name of the initial registered agent is Gayle E. Green, Esq.

Article VI- Directors

The Corporation will have no members. All powers of the corporation shall be exercised solely and exclusively through its Board of Directors. The Corporation shall have at least three (3) and not more than nine (9) directors. The exact number shall be determined by the Board of Directors from time to time in accordance with the Bylaws of the Corporation, and the manner of electing or appointing the directors, and removing and replacing them, if applicable, shall also be set forth in the Bylaws.

The Corporation's initial directors are as follows:

Sharon Kaplan, Esq., 2065 NE 204th Street, Miami, FL 33179

Dr. Marla Cotzen, 1721, NE 198th Terrace, Miami, FL 33179

Randi Schwartz, 11257 Water Oak Place, Davie, FL 33330

2021 APR 20 11:33
NOTARIAL PUBLIC
JENNIFER L. HARRIS

Article VII- Incorporator

The name and address of the Incorporator is

Gayle E. Green

5810 S. Pine island Road

Davie, FL 33328

Article VIII- Amendment to Articles

These Articles of Incorporation may be amended by the Corporation's Board of Directors, voting and otherwise acting in the manner provided by in the Corporation's Bylaws.

Article IX- Bylaws

The power to alter, amend, or repeal the Bylaws of this Corporation shall be vested in the Board of Directors, voting and otherwise acting in the manner provided by in the Corporation's Bylaws.

Article X- Dissolution

- A. Upon the dissolution of the Corporation, its Board of Directors, shall after paying or making provision for the payment of all of its current liabilities, dispose of its remaining assets in a manner not inconsistent with the foregoing purposes of the Corporation, including to such organization or such organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Board of Directors shall determine.
- B. Any such assets not disposed of by the Board of Directors as provided above shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organization or organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI- Immunity and Indemnity for Directors and Officers

- A. To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or any other person for any statement, vote, decision, or failure to take an action while acting in such capacity.
- B. To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless each director or officer of the Corporation ("Indemnatee"), and may reimburse an Indemnatee for reasonable expenses incurred, and authorize advancement of expenses reasonably likely to be incurred by Indemnatee, in connection with a proceeding in which Indemnatee is a party because Indemnatee was a director or officer of the Corporation.
- C. Corporation intends to afford maximum protection to the Corporation's directors and officer, and this Article shall be interpreted consistently with that objective.

I submit this document and affirm that the facts stated herein are true. I am aware any false information in a document submitted to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.



Signature of Incorporator

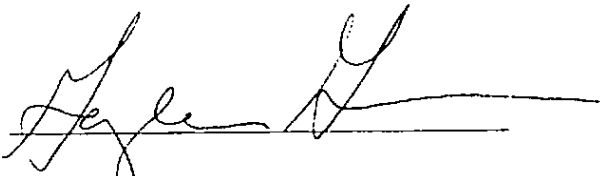
4/13/21

Date

2021 APR 20 PM 3:03

ACCEPTANCE BY REGISTERED AGENT

Having been named as a registered agent to accept service of process for the above-stated corporation at the registered office designated in the articles, I hereby accept such designation and agree to serve as registered agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Signature of Registered Agent

4/13/21

Date