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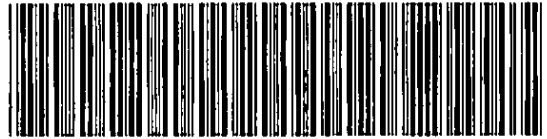
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ASIATICO LAW



April 13, 2021

Tommy Choi, Staff Tax Attorney
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tommy@baalegal.com
Licensed in Texas

Via USPS Priority Mail #9405 5036 9930 0344 6189 15

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

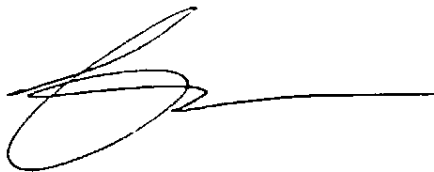
Re: *Articles of incorporation of Shoresh David Messianic Synagogue St. Petersburg, Inc. (a Florida Not-For-Profit Corporation)*

Dear Sir or Madam:

Enclosed please find a Cover Letter along with the original and (1) copy of the Articles of Incorporation of ***Shoresh David Messianic Synagogue St. Petersburg, Inc.*** (a Florida Not-For-Profit Corporation), which we would appreciate you filing. Please return a certified copy of this document to us in the self-addressed, prepaid envelope provided for your convenience. Also enclosed is our check in the amount of \$87.50 to cover the fees for this filing, a Certified Copy, and a Certificate.

At your earliest convenience, please acknowledge receipt of this request and confirmation of our filing by correspondence to our office, and please let us know if you require any additional information. Please also feel free to direct any communication regarding this matter to our paralegal, Staci Kimmel, at staci@baalegal.com or (214) 570-0700.

Sincerely,



Tommy Choi
Staff Tax Attorney

COVER LETTER

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

SUBJECT: Shoresh David Messianic Synagogue St. Petersburg, Inc. (a Florida Not-For-Profit Corporation)
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Tommy Choi
Name (Printed or typed)

5850 Granite Parkway, Suite 900
Address

Plano, TX 75024
City, State & Zip

(214) 570-0700
Daytime Telephone number

staci@baalegal.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
SHORESH DAVID MESSIANIC SYNAGOGUE ST. PETERSBURG, INC.
A Florida 501(c)(3) Nonprofit Religious Corporation

The undersigned incorporator submits the following Articles of Incorporation for Shores David Messianic Synagogue St. Petersburg, Inc. (the "Corporation") under the Florida Not For Profit Corporation Act (the "Act"):

ARTICLE 1
NAME

The name of the Corporation is Shores David Messianic Synagogue St. Petersburg, Inc. The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

ARTICLE 2
PRINCIPAL OFFICE

The address of the principal office of the Corporation is 4320 Bay to Bay Boulevard, Tampa, Florida 33629.

ARTICLE 3
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4
PURPOSES

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of the Corporation are:

2021 APR 20 PM 1:35

- (a) To provide a Messianic Jewish congregational community of Jewish (born) and non-Jewish (born) followers of the God of Abraham, Isaac, and Jacob, who worship together while maintaining a Biblically Jewish expression of their faith.
- (b) To help all believers in Yeshua the Messiah to better understand the Jewish roots of their faith and to share the way, the truth, and the life of the Messiah with our Jewish brothers and sisters.
- (c) To transform the lives of individuals and families through an association of financially self-sustaining, faith-centered community organizations that promote Faith, worship, education, and individual and family health and well-being.
- (d) To promote, encourage, and foster any other similar religious, charitable, and educational activities and to make distributions to organizations that qualify as exempt organizations under section 501(c)(3).
- (e) To collect and disburse any and all necessary funds for the maintenance of the Corporation in the accomplishment of its purposes within the State of Florida and elsewhere.
- (f) To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation.
- (g) To exercise all rights and powers conferred upon nonprofit corporations by the laws of the State of Florida and section 501(c)(3) without the necessity of authorization or approval of any individual or entity, except as provided in these Articles of Incorporation and the Corporation's Bylaws and any amendments, restatements, or revisions thereto.
- (h) To do any and all other lawful acts and things that may be necessary, useful, suitable, or proper for the furtherance and accomplishment of the purposes of the Corporation.

ARTICLE 5
BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members on the Board of Directors shall not be less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending these Articles of Incorporation, or by amending the Bylaws, either of which shall have the same force and effect. Members of the Board of Directors shall be natural persons but need not be residents of Florida.

The names and street addresses of the members of the Board of Directors are:

- | | |
|--|--|
| 1. Bob Warnick
4320 Bay to Bay Boulevard
Tampa, Florida 33629 | 3. Edgar Marvin
4320 Bay to Bay Boulevard
Tampa, Florida 33629 |
| 2. Steve Weiler
4320 Bay to Bay Boulevard
Tampa, Florida 33629 | |

All future members of the Board of Directors will be appointed in the manner prescribed in the Bylaws.

ARTICLE 6
MEMBERS

The Corporation shall have no members with voting rights, other than the members of the Board of Directors.

ARTICLE 7
POWERS

Except as otherwise provided in these Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 8
RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Corporation shall not pay dividends, other corporate income, or other benefits to its members of the Board of Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and

empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.

9. Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.
- (b) In the event this Corporation is in any one year a "private foundation" as defined by section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditures as defined in section 4945(d) of the Internal Revenue Code

ARTICLE 9 **DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to Advancing Community, Inc., a Florida 501(c)(3) nonprofit corporation, so long as such remains a nonprofit corporation organized and operated exclusively for charitable purposes that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code and within the meaning of any Florida tax code; or such assets shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 10 **CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

ARTICLE 11 **AMENDMENT**

These Articles of Incorporation may not be amended in any way without the approval of a majority of the entire (not merely a quorum) Board of Directors at any annual or regular meeting or a special meeting called for such purpose.

ARTICLE 12
REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is Steve Weiler, whose location and municipal address is 4320 Bay to Bay Boulevard, Tampa, Florida 33629, which is also the registered office address. The Board of Directors may change the registered agent and registered office at its discretion.

ARTICLE 13
INCORPORATOR


The name and address of the incorporator is Katari Buck, whose address is 3030 N. Rocky Point Dr., Suite 650, Tampa, Florida 33607.

ARTICLE 14
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State of Florida.

REGISTERED AGENT SIGNATURE

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



Steve Weiler

4-7-21

Date

2021 APR 22 PM 1:34

CERTIFICATION

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



Katari Buck, Incorporator

April 7, 2021

Date