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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****The Center for Jewish Life, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
THE CENTER FOR JEWISH LIFE, INC.  
(a Florida Not For Profit Corporation)**

The undersigned for the purposes of forming a not for profit corporation (hereinafter the "**Corporation**") under the Florida Not For Profit Corporations Act ("**FNFPCA**"), Chapter 617.0202, F.S., do make, file and record these Articles, and do certify that:

**ARTICLE I  
NAME**

The name of the Corporation shall be The Center for Jewish Life, Inc.

**ARTICLE II  
PRINCIPAL ADDRESS**

The principal address of the Corporation shall be 2625 SW Third Ave., Miami, FL 33129.

**ARTICLE III  
PURPOSE**

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") or the corresponding provision of any future federal tax code.

**ARTICLE IV  
NUMBER AND MANNER OF ELECTION OF DIRECTORS**

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons:

<u>NAME</u>	<u>ADDRESS</u>
Karen Coppa	2625 SW Third Ave., Miami, FL 33129
Mark Paresky	2625 SW Third Ave., Miami, FL 33129
Jay Spieler	2625 SW Third Ave., Miami, FL 33129

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## **ARTICLE V** **MEMBERS**

The members, if any, and qualifications of the members shall be as stated in the Bylaws of the Corporation.

## **ARTICLE VI** **LIMITATIONS**

A. 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 the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. 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.

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 the Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under the Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

## **ARTICLE VII** **INDEMNIFICATION AND LIMITATIONS ON LIABILITY**

The liability of directors, officers and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the FNFPCA. If any of the provisions of the FNFPCA are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers or members, the liability of directors, officers, and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the FNFPCA, as so amended from time to time. In addition to any other rights of indemnification permitted by the laws of the State of Florida or as may be provided for by the Corporation in its Bylaws or by agreement, the expenses of directors, officers, and members incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer or member in his or her capacity as a director or officer or member of the Corporation, must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation as they are incurred and in advance of the final disposition of the action,

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suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer or member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Any repeal or modification of this Article VII approved by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer or member of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between this Article VII and any other provision of these Articles, the terms and provisions of this Article VII shall control.

#### **ARTICLE VIII** **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, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed by a court of competent jurisdiction 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.

#### **ARTICLE IX** **AMENDMENTS**

These Articles may be altered, amended, or repealed, in whole or in part, as provided in the Bylaws of the Corporation.

#### **ARTICLE X** **INITIAL REGISTERED OFFICE; REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is 2625 SW Third Ave., Miami, FL 33129 and the name of its registered agent at such office is Iris Mizrahi.

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**ARTICLE XI**  
**INCORPORATOR**

The name and address of the Incorporator is:

Shira Peleg  
Greenberg Traurig, LLP  
200 Park Avenue, 16<sup>th</sup> Floor  
New York, NY 10166

IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed by the undersigned Incorporator on September 13, 2021.

*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.*

  
\_\_\_\_\_  
Shira Peleg  
Incorporator

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Acceptance of Appointment of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent provided in Chapter 605, Florida Statutes.



Iris Mizrahi

Registered Agent

Date: 9/13/2021

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