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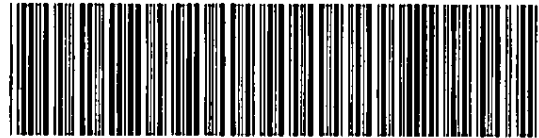
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: JEMS ACADEMY INC.
(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: ABRAHAM BENHAYOUN
Name (Printed or typed)

12000 Biscayne Blvd, Suite 415
Address

North Miami, FL 33181
City, State & Zip

305-434-8233
Daytime Telephone number

michael@maclegalpa.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
JEMS ACADEMY INC.
A FLORIDA NOT FOR PROFIT CORPORATION

Article 1: Name

The name of this Corporation is:

**JEMS ACADEMY 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 school or schools, of Orthodox Jewish and secular learning, and for instructional and educational purposes for children, specifically those with cognitive or physical disabilities. 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.

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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. 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.

E.

- a. 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 by dividing and distributing the same in equal parts to: (i) Yeshiva Elementary School (YESHIVA ELEMENTARY, INC.), and (ii) Toras Emes Academy of Miami (TORAS EMES ACADEMY OF MIAMI, INC.), each of which are exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.
- b. Any of such assets not disposed as per the preceding sentence shall be disposed of by the Board of Directors 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.
- c. Any of such assets not disposed as per the preceding two (2) sentences 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 non-profit purposes or to such

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STATE OF FLORIDA

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such non-profit purposes.

- F. 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:

**1051 North Miami Beach Blvd.
North Miami Beach, FL 33162**

The mailing address of the Corporation shall be:

**C/O MAC LEGAL PA
4601 Sheridan Street
Suite 205
Hollywood, FL 33021**

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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:

(Last Name, First Name)

**Title: D, President
JABLON, SHOSHANA
701 NE 178th Terrace
Miami, FL 33162**

**Title: D, Vice President
BERGER, MARTIN
Berger & Hicks, P.A.
9700 S. Dixie Highway**

Suite 850
Miami, FL 33156

Title: D, Secretary
SHAFFREN, AVIGAYIL
17600 NE 7th Ct
Miami, FL 33162

Title: D, Treasurer
JEGER, STEVEN
1340 NE 174th Street
Miami, FL 33162

Title: D,
BERMAN, BEN
4333 N Jefferson Avenue
Miami Beach, FL 33140

Title: D,
LIBERMAN, AVROHOM
1360 NE 172nd Street
Miami, FL 33162

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Article 7: Incorporator

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

JABLON, SHOSHANA
701 NE 178th Terrace
Miami, FL 33162

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:

MAC LEGAL PA
4601 Sheridan Street
Suite 205
Hollywood, FL 33021

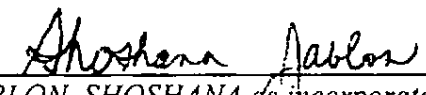
Article 12: Effective Date

Effective date, if other than the date of filing: _____. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

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 registered agent and agree to act in this capacity:

Signature: 
Michael Citron, Esq. on Behalf of MAC LEGAL PA

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:

Signature: 
JABLON, SHOSHANA as incorporator of the Company

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