

N22 0000 13623

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

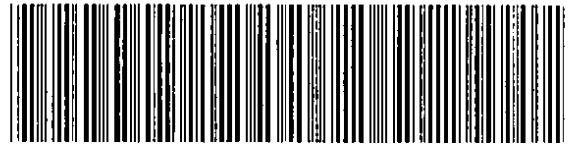
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

J. HORNE  
AUG 24 2023

Office Use Only



700412333737

07/18/23--01008--011 \*\*35.00

FILED  
23 JUL 18 PM 12:02  
RECORDS SECTION  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** MI MINYAN, INC.

**DOCUMENT NUMBER:** N22000013623

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALEXANDER L. NOSTRO  
Name of Contact Person  
GUNSTER, YOAKLEY & STEWART, P.A.  
Firm/ Company  
600 BRICKELL AVENUE, SUITE 3500  
Address  
MIAMI, FLORIDA 33131  
City/ State and Zip Code  
anostro@gunster.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ALEXANDER L. NOSTRO at ( 305 ) 376-6074  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

FILED  
23 JUL 18 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MI MINYAN, INC.  
A Florida Not for Profit Corporation**

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not for Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I            NAME**

The name of the corporation shall be MI MINYAN, INC.

**ARTICLE II            PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 524 Arthur Godfrey Rd., Suite 300, Miami Beach, Florida 33140.

**ARTICLE III            PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

**ARTICLE IV ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

**ARTICLE V INITIAL DIRECTORS**

The names and addresses of the initial directors are as set forth below:

- James Saka, 4330 Nautilus Drive, Miami Beach, Florida 33140
- Joseph R. Saka, 835 W. 47<sup>th</sup> Street, Miami Beach, Florida 33140
- Joseph C. Leuchter, 4411 Nautilus Drive, Miami Beach, Florida 33140
- Mendy Levy, 2815 Prairie Avenue, Miami Beach, Florida 33140
- Tuvia Lind, 2925 Prairie Avenue, Miami Beach, Florida 33140

**ARTICLE VI MEMBERSHIP**

The Corporation shall have no members.

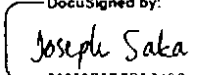
**ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

- Joseph R. Saka
- 835 W. 47<sup>th</sup> Street
- Miami Beach, Florida 33140

**IN WITNESS WHEREOF**, the undersigned office of the corporation has executed these Amended and Restated Articles of Incorporation as of the 8<sup>th</sup> day of June, 2023.

MI MINYAN, INC.

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Joseph Saka  
 Title: Vice President

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF  
THE BOARD OF DIRECTORS  
OF  
MI MINYAN, INC.**

(a Florida not for profit corporation)

Effective Date: June 8, 2023

The undersigned, being all of the members of the board of directors (the "Board" or the "Board of Directors") of MI MINYAN, Inc., a Florida not for profit corporation (the "Corporation"), hereby approve, consent to and adopt the following resolutions by written consent in lieu of holding a formal special meeting regarding the same, and all requirements pertaining to the time, manner and place of same, as well as all notice requirements relating thereto, are hereby waived, all in accordance with Sections 617.0701 and 617.0821 of the Florida Statutes.

**WHEREAS**, the Board of Directors has determined it to be in the best interests of the Corporation to amend and restate the Articles of Incorporation of the Corporation by filing Amended and Restated Articles of Incorporation in substantially the same form and substance of Exhibit A attached hereto (the "Restatement"), with the Florida Department of State; and


**NOW THEREFORE, BE IT RESOLVED**, that the Board hereby approves and adopts the Restatement.

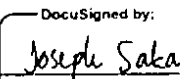
**FURTHER RESOLVED**, that any and all actions taken by the Corporation, its directors, officers, or agents, in connection with the transactions contemplated by or otherwise referred to in the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

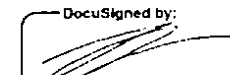
This written consent may be executed in counterparts, each of which shall be an original. Any such counterpart, to the extent delivered by means of a facsimile machine or by .pdf, .tif, .gif, .jpeg or similar attachment to an electronic mail message, shall be treated in all manner and respects as an original executed counterpart and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person.


**IN WITNESS WHEREOF**, this Joint Written Consent in Lieu of a Special Meeting of the Board of Directors and the Members of MI MINYAN, Inc. shall be effective as of the Effective Date.

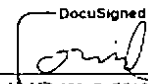
**BOARD OF DIRECTORS:**

DocuSigned by:  
  
DE06C88F3367423...  
\_\_\_\_\_  
JAMES SAKA

DocuSigned by:  
  
K3A107D00FB8C49C  
\_\_\_\_\_  
JOSEPH R. SAKA

DocuSigned by:  
  
88526A4D4206450...  
\_\_\_\_\_  
JOSEPH C. LEUCHTER

DocuSigned by:  
  
11C2784EA23F41C  
\_\_\_\_\_  
MENDY LEVY

DocuSigned by:  
  
8251D1EFA3694F1...  
\_\_\_\_\_  
TUVIA LIND

**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

(See attached)

ARTICLES OF RESTATEMENT

OF

MI MINYAN, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is MI MINYAN, INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

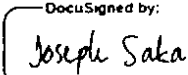
CERTIFICATE

It is hereby certified that:

1. The name under which the original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: MI MINYAN, Inc.
2. The date of filing of the Corporation's original Articles of Incorporation is December 7, 2022.
3. These Amended and Restated Articles of Incorporation (i) amend and restate the provisions of the Articles of Incorporation of the Corporation and (ii) were duly adopted by the members of the Board of Directors of the Corporation on June 8, 2023, and by the members of the Corporation on June 8, 2023.

Executed on June 8, 2023

MI MINYAN, INC.,  
a Florida not for profit corporation

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Joseph Saka  
 Title: Vice President