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FLORIDA PROFIT/NON PROFIT CORPORATION
DELRAY TORAH CENTRE INC.

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**SECRETARY OF STATE
TALLAHASSEE, FL**

ARTICLES OF INCORPORATION

OF

DELRAY TORAH CENTRE INC.

In compliance with Chapter 617, F.S. (Not for Profit)

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**ARTICLES OF INCORPORATION
OF
DELRAY TORAH CENTRE INC.**

In compliance with Chapter 617, F.S. (Not for Profit)

The undersigned, for the purpose of forming a corporation in compliance with Florida Statutes Chapter 617, hereby makes, acknowledges, and files the following Articles of Incorporation:

ARTICLE 1. The name of the Corporation is: **DELRAY TORAH CENTRE INC.**

ARTICLE 2. The principal office or mailing address of the Corporation is:
7664 Eagle Point Drive, Delray Beach, Florida 33446

ARTICLE 3. The purpose or purposes for which the Corporation is formed are as follows:

The Corporation is established exclusively for religious, charitable, and educational purposes within the meaning of the Internal Revenue Code section 501(c)(3) (the "Code"), namely: to found, maintain, and operate a synagogue for Orthodox Jewish worship in the area of Delray Beach, Florida and there to provide religious worship services and observance of religious holidays, sacred meals, religious education classes, spiritual guidance, life-cycle celebrations, inspirational events, and community outreach activities to inspire all persons of the Jewish faith to join the synagogue and participate in its activities.

The synagogue is authorized to implement, promote, and conduct programs, events, and any and all lawful activities which may be necessary, useful, or desirable for the religious, intellectual, cultural, social, moral, physical, and spiritual growth of the Jewish community. It will carry out its activities according to Torah-Halachic tradition contained in the Code of Jewish Law (Shulchan Aruch) by Rabbis Karo and Isserles along with all subsequent commentaries, all as understood by the synagogue's Rabbi, who is the Incorporator of the Corporation. The Rabbi has been appointed according to Jewish religious law. He has final authority in all matters pertaining to Jewish law, spirituality, or ethics, including the sole prerogative to determine which issues are matters of Jewish law, spirituality, or ethics and thus require his decision.

The synagogue will provide religious activities for persons of the Jewish faith and is authorized to do the same for any persons seeking Judaism's universal path for humanity. It is authorized to implement works of charity to improve the Jewish and general communities. It is authorized to carry out any additional activities which are seen by the Rabbi and directors as being helpful in enhancing the well-being of persons, families, and communities, and the furtherance, accomplishment, and attainment of the purposes for which the Corporation is formed, provided

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however that it shall only carry on activities permitted to be carried on or by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE 4. The Corporation is authorized to solicit funds from the public and to receive and accept gifts, legacies, grants, loans, and other contributions to the Corporation from any persons or entities, in cash or in other property acceptable to the Board.

ARTICLE 5. The Corporation is authorized to rent or purchase real property in order to provide a suitable facility for worship and other activities as well as a parsonage for the Rabbi and his family, along with all the customary furnishings, both communal and personal. The Corporation is authorized to supply all the resources and physical constructions required according to Orthodox Jewish Law and tradition, including but not limited to, Religious Articles, Kosher Food, Worship Sanctuaries, Meeting Rooms, Study Halls, Ritual Immersion Pools, Youth Facilities, Social Halls, Kitchens and Dining Halls, Religious School Classrooms, or transportation to any event which in the sole opinion of the Rabbi is required for the fulfillment of religious duties.

ARTICLE 6. Notwithstanding any other provisions of these Articles to the contrary, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

(a) **Prohibition on Private Inurement:** The Corporation is not formed for pecuniary profit or financial gain and no part of the assets, income, or earnings of the Corporation will inure for the benefit of its directors or officers and the Corporation will not distribute dividends to anyone. However, the Corporation may pay reasonable compensation for services provided, work done, resources purchased, or properties acquired in order to carry out its purposes. No member, trustee, officer, or director of the Corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

(b) **Limitation on Lobbying Activities:** No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation.

(c) **Prohibition on Intervening in Political Campaigns:** The Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, including by publishing or distributing statements.

(d) **Effect of Dissolution:** In the event of the Corporation's dissolution, the directors, after clearing all debts and liabilities, will distribute any remaining funds or assets to other

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charitable organizations recognized by the IRS under section 501(c)(3) that have similar purposes to the purposes of this Corporation.

ARTICLE 7. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be changed from time to time as provided in the Bylaws of the Corporation, but such number shall not be reduced to less than three (3), one of whom shall be the Rabbi. The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws as they may be amended from time to time.

ARTICLE 8. The officers of the Corporation and their manner of election shall be as provided in these Articles or in the Bylaws of the Corporation as they may be amended from time to time.

ARTICLE 9. The initial Directors and Officers of the Corporation are:

Aryeh Zeev Saunders (President / Director)
7664 Eagle Point Drive
Delray Beach, Florida 33446

Allen Saks (Director)
5879 Grand Harbour Circle
Boynton Beach, Florida 33437

Gordon Scott Rosen (Director)
15319 Fiorenza Circle
Delray Beach, Florida 33446

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ARTICLE 10. Upon the filing of these articles with the Secretary of State, the Directors named herein are empowered to adopt Bylaws and other related documents of corporate governance, management, and operation, to appoint corporate officers, to open bank accounts and serve as signatories, both individually or in groups, to file forms with government agencies and to undertake any and all other action required for the operation of the Corporation. The Directors may adopt such decisions through in person meetings, telephonic communication, meetings via electronic media, written and signed consent, as well as by virtual signatures, all of which will be, and are, the equivalent of, and of the same effect as, a vote cast at a meeting. Replies sent from emails belonging to Directors or messages via any form of electronic communication belonging to Directors, will be, and are, the equivalent of, and of the same effect as, a written signed consent to the proposal contained in the communication that is being replied to, and the equivalent of, and of the same effect as, a vote cast at a meeting of the Directors.

ARTICLE 11. The name and street address of the Registered Agent of the Corporation is:

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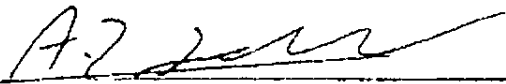
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Aryeh Zeev Saunders
7664 Eagle Point Drive
Delray Beach, Florida 33446

ARTICLE 12. The name and street address of the Incorporator is:

Aryeh Zeev Saunders
7664 Eagle Point Drive
Delray Beach, Florida 33446


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.



Required Signature of Registered Agent

April 4th 2024

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 sect. 817.155, F.S.



Required Signature of Incorporator

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