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# **ARTICLES OF INCORPORATION**

**OF**

**NAFSHENU INC.**

The undersigned, acting as incorporators of a corporation under the Not-for-Profit Corporation Act under the provisions of Chapter 617 of the statutes of the State of Florida, adopt the following articles of incorporation for such corporation:

## **ARTICLE I:**

The name of the corporation, hereinafter referred to as the "Corporation" is Nafshenu INC.

## **ARTICLE II:**

The period of duration of the Corporation is perpetual.

## **ARTICLE III:**

Some of the purposes for which this Corporation is organized are:

1. to promote Jewish values and support Jewish individuals and families by offering access to Jewish content, educational resources, community events, lectures, and various forms of assistance;
2. to provide advanced Jewish education and study opportunities in the form of a Yeshiva and Kollel to educate, train and ordain Rabbis and spiritual leaders, who will be able to accept positions of religious leadership of outreach in Jewish communities; and
3. to fulfill the religious obligation to perform charity through monetary donations and philanthropic acts, to individuals, as well as organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, which Orthodox Judaism emphasizes are important parts of living a Jewish and spiritual life.

In addition, the Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 this article. No substantial part of the activities of the organization shall involve propaganda or attempts to influence legislation, nor shall the organization participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE IV:**

1. The Corporation is organized as a non-profit corporation and shall not have or issue shares of stock or make any distributions of profits or dividends to its members, directors, or officers.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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.
3. Notwithstanding any other provision of these articles, 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 Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE V:**

The Corporation shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

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#### **ARTICLE VI:**

The initial and principal street address in the state of Florida of the initial and principal registered office of the Corporation is:

2800 Palmwood Terrace # 224, Boca Raton, Florida 33431

The Mailing address of the Corporation is:

7957 N University Dr, Suite 131, Parkland, FL 33067

#### **ARTICLE VII:**

1. The affairs of the Corporation shall be managed by a Board of Directors. The number of directors, their qualifications, terms of office, manner of election, time and place of meetings, and powers and duties shall be as set forth in the Bylaws of the Corporation.

2. The initial Board of Directors shall consist of three (3) directors, who need not be residents of the state of Florida.

#### **ARTICLE VIII:**

The names and addresses of the persons who are to serve as the initial directors are as follows:

Title: Director

Leor Gawergun

7957 N University Dr, Suite 131, Parkland, FL 33067

Title: Director

Shavit Gavirgun

7849 NW 113th Way, Parkland, FL 33076

Title: Director

David Greene

2800 Palmwood Terrace # 224, Boca Raton, Florida 33431

#### **ARTICLE IX:**

The name and Florida street address of the Corporation's registered agent is:

David Greene

2800 Palmwood Terrace # 224, Boca Raton, Florida 33431

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#### **ARTICLE IX:**

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

Leor Gawergun

7957 N University Dr, Suite 131, Parkland, FL 33067

#### **ARTICLE X:**

Upon dissolution, the assets of the Corporation shall be distributed to one or more charitable organizations or purposes, as determined by the Board of Directors at the time of dissolution. Such organizations or purposes shall be selected with the intent of furthering the charitable mission and goals of the Corporation within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XI:**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment shall have been given to each director prior to the meeting as provided by the By-Laws.

#### **ARTICLE XI:**

In order to promote the purposes of this corporation, it may acquire property by grant, gift, devise, or bequest and hold and dispose of such property as the corporation shall require for the benefit of the purposes of the corporation and not for pecuniary profit.

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

David Greene

7/11/24

Required Signature of Registered Agent

Date

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]

7/11/24

Required Signature of Incorporator

Date

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