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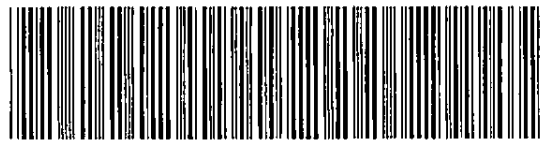
(Business Entity Name)

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850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Ben Bolen
Ext:
Date: 10/02/24
Order #: 1636791-1
Re: CHEDER ACHEI TEMIMIM INC.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70 - FL State Account Number
I20000000195

Please take the following action:

File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

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DIVISION OF CORPORATIONS
STATE OF FLORIDA



CHEDER ACHEI TEMIMIM INC.
A FLORIDA Non-profit Corporation

ARTICLES OF INCORPORATION

The undersigned incorporation to these Articles of Incorporation is a natural person competent to contract and hereby forms a non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE I - NAME

1.01 Article 1 - Name

The name of this corporation shall be **CHEDER ACHEI TEMIMIM INC.** The business of the corporation may be conducted as **CHEDER ACHEI TEMIMIM INC.**

ARTICLE II - DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

3.01 Purpose

CHEDER ACHEI TEMIMIM INC. is a non-profit corporation and shall operate exclusively for educational, religious, and charitable purposes within the meaning of Section 501 (c)(3)

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of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purpose of the corporation is to provide Jewish religious, educational, cultural, and social services to the Jewish community and the community at large, consistent with the establishment and maintenance of a traditional Jewish community, according to Torah Halachi based on the Code of Jewish Law. and to engage in any other lawful activity as permitted by the laws of the State of Florida that shall specifically fulfill the aforementioned purposes. The following enumerated activities represent a portion but do not represent the whole of the specific activities that shall be conducted by the corporation to fulfill the intent of its general purposes:

To conduct a synagogue in accordance with the Orthodox Halachic interpretation of the Torah and Judaism;

To insure that the sacred tradition inherent in Orthodox Judaism will be maintained through the establishment of a religious school, namely Cheder Achei Temimim of South Florida;

To provide proper facilities for the dissemination of knowledge and learning of Jewish faith, history, literature and Jewish lifestyles and ideals in accordance with the Chabad Philosophy and all teachings as contained in the Torah; and

To conduct religious, educational, and social activities in connection with the observance of Jewish holidays and tradition.

3.02 Non-Profit

CHEDER ACHEI TEMIMIM INC. is designated as a non-profit corporation.

ARTICLE IV - NON-PROFIT NATURE

4.01 Non-profit Nature

CHEDER ACHEI TEMIMIM INC. is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to 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. No part

of the net earnings of **CHEDER ACHEI TEMIMIM INC.** shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

CHEDER ACHEI TEMIMIM INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **CHEDER ACHEI TEMIMIM INC.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **CHEDER ACHEI TEMIMIM INC.** , any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **CHEDER ACHEI TEMIMIM INC.** hereunder shall be selected by the discretion of a majority of the managing body of the **CHEDER ACHEI TEMIMIM INC.** and if its members cannot so agree, then the recipient organization shall

be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **CHEDER ACHEI TEMIMIM INC.** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida .

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person or individual, 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, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 - BOARD OF DIRECTORS

5.01 Governance

CHEDER ACHEI TEMIMIM INC. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Yerachmiel Roma Binder
9001 NW 37th Place
Coral Springs FL 33065

Elizabeth Kirillov
9001 NW 37th Place
Coral Springs FL 33065

Vadim Hanucaiev
840 NE 179th Terrace
NMB, Florida 33162

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JACKSONVILLE, FL

ARTICLE VI - MEMBERSHIP

6.01 Membership

CHEDER ACHEI TEMIMIM INC. 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.

ARTICLE VII- AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII - ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

CHEDER ACHEI TEMIMIM INC.
4538 Inverrary Blvd
Lauderhill, FL 33319

The mailing address of the corporation is:

CHEDER ACHEI TEMIMIM INC.
4538 Inverrary Blvd
Lauderhill, FL 33319

ARTICLE IX- APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Kodsi Law Firm, P.A.
1000 North Hiatus Road, Suite 103
Pembroke Pines, Florida 33026

ARTICLE X - INCORPORATOR

The incorporator of the corporation is:

Yerachmiel Roma Binder
9001 NW 37th Place
Coral Springs FL 33065

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NASSAU COUNTY, FL

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

I, have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation of Cheder Achei Temimim Inc. Inc. under the laws of the State of Florida this 9/30/2024

Yerachmiel Roma Binder
Yerachmiel Roma Binder, Incorporator

ACKNOWLEDGMENT OF CONSENT APPOINTMENT AS REGISTERED AGENT

Kodsi Law Firm, P.A., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Kodsi Law Firm, P.A.

By: Paul D. Gottfried
Paul D. Gottfried, Esq.
For the Firm

Date: 9/30/2024

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