

N31636



ACCOUNT NO. : 072100000032

REFERENCE : 080330 124999A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 28, 1998

ORDER TIME : 2:25 PM

ORDER NO. : 080330-005

CUSTOMER NO: 124999A

CUSTOMER: Daniel Z. Averbook, Esq.
Daniel Z. Averbook, Esq.
P.O. Box 402396

Miami, FL 33140

600002723986-6
12/29/98-01001-021
*****43.75 *****43.75

DOMESTIC AMENDMENT FILING

NAME: HACNOSSAS KALLAH CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Amended
& Restated
ef

12/29/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 28 PM 3:24

RECEIVED
98 DEC 29 PM 3:32
DIVISION OF CORPORATIONS

LAW OFFICES
Daniel Z. Averbook, P.A.

FAX (305) 531-0099
TELEPHONE (305) 531-0098

DELIVERIES TO:
4555 NORTH MERIDIAN AVENUE
MIAMI BEACH, FLORIDA 33140

MAILING ADDRESS:
POST OFFICE BOX 402396
MIAMI BEACH, FLORIDA 33140-0396

December 24, 1998

VIA COURIER

Secretary of State
Division of Corporations
409 East Gaines Street
The Old Jail
Tallahassee, Florida 32301

Re: Restatement of Articles of Incorporation: **HACNOSSAS KALLAH CORPORATION**

Dear Sir or Madam:

I represent the above corporation and I have requested Corporation Services Corp. (CSC) to represent me and the corporation in this matter. Their representatives are authorized to present the following documents to you and to receive the certified copy from you on my behalf:

Certificate of Amendment and Restatement of Articles of Incorporation
Two original copies of the Restated Articles of Incorporation for **HACNOSSAS KALLAH CORPORATION**, a not for profit corporation, which is amending its articles of incorporation to change its name to **The Lana Ditchek Goldberg HACHNOSSOS KALLAH of GREATER MIAMI, INC.** among other changes.

The Registered Agent and the office of the corporation remain the same as previously reported to the Department of State.

I have attached my firm's check in the amount of \$43.75, representing payment of the following:

| | |
|--|---------|
| Filing fee for amended/restated articles | \$35.00 |
| Certified copy fee | 8.75 |

Please file the enclosed Articles of Incorporation and give the certified copy the representative of CSC.

If you have any questions, please do not hesitate to call me.

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,



Daniel Z. Averbook

DZA:corp98
Encl.

**CERTIFICATE OF
AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
HACNOSSAS KALLAH CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 28 PM 3: 24

Today, December 21, 1998, at a duly noticed meeting of the Board of Directors of HACNOSSAS KALLAH CORPORATION (Not for Profit), and at which a majority of the Directors were present, the following statements and resolutions were made and adopted by unanimous consent:

This corporation has no members and is managed solely by its Board of Directors.

It has come to the attention of the Board of Directors that filing not for profit articles of incorporation with the State of Florida does not qualify the corporation for tax exempt status from the Internal Revenue Service.

The Articles of Incorporation of HACNOSSAS KALLAH CORPORATION which were originally filed with the State of Florida on April 1, 1989, have a need to be extensively amended including the changing of the name of the corporation.

Since the corporation has no members and is managed only by a Board of Directors, member approval of such amendments is not required.

For the sake of clarity it is deemed desirable and in the best interests of this Corporation that its Articles of Incorporation be restated at the same time as they are being amended as provided in Florida Statute Section 617.1007.

NOW, THEREFORE, be it

RESOLVED, that the Chair of the Board of Directors and the officers of this corporation take all actions necessary and sign all documents required so that the entire Articles of Incorporation of HACNOSSAS KALLAH CORPORATION be amended and restated as a single document as attached.

HACNOSSAS KALLAH CORPORATION

By: Miriam Lehrfield
Miriam Lehrfield, Chair of the Board

Date: 12/21/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 28 PM 3: 24

**RESTATED
ARTICLES OF INCORPORATION
OF**

**The Lana Ditchek Goldberg HACHNOSSOS KALLAH
of GREATER MIAMI, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this corporation is:
The Lana Ditchek Goldberg HACHNOSSOS KALLAH of GREATER MIAMI, INC.

"HACHNOSSOS KALLAH" means "entrance of the bride" in the Hebrew language.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation will have perpetual existence.

**ARTICLE III
PURPOSE**

This not-for-profit corporation is organized for the following purposes:

1. To promote the establishment of traditional religious Orthodox Jewish households by assisting indigent and needy brides and grooms to purchase such household necessities as unique dishes, cookware, linens and basic furnishings, as well as items and articles needed for the marriage ceremony which are required for the establishment of a religious Orthodox Jewish household.

2. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "**Code**") and the Regulations thereunder, and not for pecuniary profit or financial gain.

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization as set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE IV

POWERS, AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation for the protection and benefit of the corporation.

Section 2. Limitations of Powers. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article II of these Articles of Incorporation.

(b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

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

(d) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those herein above set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE V **CORPORATE STOCK**

This corporation is organized under a non-stock basis and shall issue no certificates of any kind.

ARTICLE VI **MEMBERS**

This corporation shall be managed by a Board of Directors and shall have no members.

ARTICLE VII
DIRECTORS

Section 1. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three (3).

Section 2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

Section 3. The names of the Persons who are presently serving as the Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Bayla Biston | 1335 Lenox Avenue, Miami Beach, FL 33139 |
| Barbara Bosem Dahav | 1400 Lenox Avenue, Miami Beach, FL 33139 |
| Miriam Lehrfield | 1335 N.E. 171 st Street, No. Miami Beach, FL 33162 |
| Chani Lipskar | 153 Bal Bay Dr., Bal Harbour, FL 33154 |
| Judy Mayberg | 4433 N. Bay Road, Miami Beach, FL 33140 |
| Barbara Shapiro | 3711 Prairie Avenue, Miami Beach, FL 33140 |
| Batsheva Shochet | 1035 14 th Street, Miami Beach, FL 33139 |

The persons named as present directors will hold office until their successors are elected.

Section 4. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

Section 5. Fifty percent of the members of the Board shall constitute a quorum for the holding of any meeting of the Board of Directors except that sixty percent of the members of the Board shall be required to constitute a quorum when it is voting to dissolve the corporation or amend its Articles of Incorporation or its By-Laws.

Section 6. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VIII
OFFICERS

Section 1. The day to day affairs of the Corporation are to be managed by a President, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

ARTICLE IX
DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized as described in Article IV, Section 2 (d) above.

ARTICLE X
BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose.

ARTICLE XI
REGISTERED AGENT AND PRINCIPAL OFFICES

The Registered Agent and the street addresses of the initial Registered Office and Principal Office of this corporation in the State of Florida are:

Registered Agent & Office

Barbara Bosen Dahav

1400 Lenox Avenue

Miami Beach, FL 33139

Principal Office and Mailing Address

**The Lana Ditchek Goldberg HACHNOSSOS
KALLAH of GREATER MIAMI, INC.**

1400 Lenox Avenue

Miami Beach, FL 33139

The Board of Directors may move the above offices to any other address in the State of Florida.

ARTICLE XII
INFORMAL ACTION OF DIRECTORS

If all the directors or members consent in writing to any action taken or to be taken by the Corporation, and their consents are filed with the Secretary of the Corporation, the action will be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIII
INDEMNIFICATION

The Corporation will indemnify certain persons for certain types of claims made against them. The persons that will be indemnified are the those that are serving or have served the Corporation in the following positions:

- (1) director,
- (2) officer,
- (3) employee, or
- (4) agent of the Corporation.

If a person is or has held one of the above positions in another corporation, partnership, joint venture, trust, limited liability company, or other enterprise at the request of the Corporation he will also be entitled to be indemnified by the Corporation.

The types of claims that will be indemnified are any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on a person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by a person serving the Corporation in any capacity described above.

The person will be indemnified by the Corporation to the fullest extent provided or permitted by law, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of an action, suit, or proceeding, including any appeal of it.

The Corporation will pay a person's expenses, including attorneys' fees, in advance of the final disposition of any such action, suit, or proceeding so long as the person agrees to repay the amounts advanced if it is ultimately be determined that he is not entitled to indemnification for these expenses.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is holding or has held a position described above, against liability asserted against him and incurred by him in that capacity or arising out of his status as that type of person, whether or not the Corporation would have the power to indemnify him against that type of liability under the provisions of this Article.

ARTICLE XIV **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Amendments may be proposed by any member of the Board of Directors and must be adopted by a majority vote of the Board of Directors present at any regular meeting or at any special meeting called for that purpose unless all of the directors sign a written statement expressing their intention that a certain amendment to these Articles of Incorporation be made.

The above amended and restated Articles of Incorporation were adopted by the Board of Directors at a duly noticed meeting called for that purpose on December 21, 1998.

By: Miriam Lehrfield
Miriam Lehrfield,
Chair of the Board of Directors

Date: 12/21/98