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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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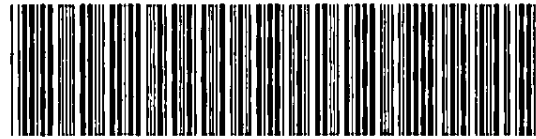
(Business Entity Name)

(Document Number)

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Restarted Art

JAN 21 2021  
11:41 PM

**COVER LETTER**

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: BET SHIRA ENDOWMENT FOUNDATION, INC.  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

\$35.00 Filing Fee  
 \$43.75 Filing Fee & Certificate of Status

<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: RONALD MEYER  
Name (Printed or typed)

131 NORTH GADSDEN ST.  
Address

TALLAHASSEE, FL 32301  
City, State & Zip

(850) 878-5212  
Daytime Telephone number

NAR@GROSSMANROTH.COM  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 22, 2020

RONALD MEYER  
131 NORTH GADSDEN ST.  
TALLAHASSEE, FL 32301

SUBJECT: BET SHIRA ENDOWMENT FOUNDATION, INC.  
Ref. Number: N94000004320

We have received your document for BET SHIRA ENDOWMENT FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 020A00025919

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**BET SHIRA ENDOWMENT FOUNDATION, INC.**

The Board of Trustees hereby files these Restated Articles of Incorporation pursuant to the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation shall be BET SHIRA ENDOWMENT FOUNDATION, INC. The principal place of business and mailing address of the corporation shall be: 7500 S.W. 120 Street, Miami, Florida 33156.

**ARTICLE II  
PURPOSES & POWERS**

Section 1. Purposes.

(a) The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. ("Code") (or the corresponding provision of any future United States Internal Revenue law).

(b) The specific purpose of the Corporation is to receive, hold, invest and manage contributions from the general public or other philanthropic organizations to designated Philanthropic Funds or to an undesignated General Fund. The Corporation shall accept trusts, insurance policies, real property and other property of value, utilizing the income and corpus for health, charitable, educational, religious and communal purposes which are consistent with the

aims and ideals of Bet Shira Congregation, Inc., a Florida not for profit corporation operated as a full service Conservative Synagogue in Miami, Florida. The Corporation shall adopt procedures designed to develop support of and participation in the philanthropic interests and activities of Bet Shira Congregation, Inc. through direct gifts, bequests, establishment of trusts and establishment of philanthropic funds which will broaden the base of endowment support and encourage meaningful interchange of ideas, and to provide funds to supplement and extend the programs and interests of Bet Shira Congregation, Inc. in serving its religious, charitable, educational, cultural and communal purposes.

Section 2. Powers.

(a) The Corporation's purposes as herein stated shall be carried out by a Board of Trustees in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in 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.

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

(iii) 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.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes (as herein defined), and no member, trustee, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(ii) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iv) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to

which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

(v) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the corporation to one or more organizations which themselves are described in Section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

### **ARTICLE III MEMBERS**

The sole class of members of the Corporation shall be its Board of Trustees and the number of members shall be the number of Trustees constituting the Board of Trustees as provided in the Bylaws. A Trustee shall be admitted to the membership of the Corporation upon taking office as a Trustee.

### **ARTICLE IV TERM OF CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

### **ARTICLE V REGISTERED OFFICE AND AGENT**

(a) The street address of the registered office of this Corporation is:

2525 Ponce De Leon Blvd Ste 1150  
Coral Gables, FL 33134-6040

(b) The name of the registered agent of this Corporation located at the address of the registered office is: Neal A. Roth, Esquire

**ARTICLE VI  
OFFICERS**

(a) The Corporation shall have a President, Secretary and a Treasurer, and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Trustees, a Vice-Chairman of the Board of Trustees, one or more Vice Presidents, an Assistant Secretary and an Assistant Treasurer. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.

(b) Officers shall be elected, removed and hold office as provided in the Bylaws.

**ARTICLE VII  
BOARD OF TRUSTEES**

(a) The affairs and business of the Corporation shall be conducted by a Board of Trustees or through its duly elected Executive Committee. The number of Trustees on the Board shall be as stated in the Bylaws and shall consist of not fewer than seven persons. The members of the Board shall be elected annually as provided in the Bylaws.

(b) In the event of a vacancy on the Board of Trustees by reason of death, resignation, or removal the replacement Trustee(s) will be elected in accordance with the Bylaws.

**ARTICLE VIII  
BYLAWS**

The Board of Trustees shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Trustees in any manner permitted by the Bylaws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.



**ARTICLE IX  
ARTICLE CONSOLIDATION**

These adopted Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

**ARTICLE X  
AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the Members at any time, provided that any amendment will not adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code and provided further that the members will be provided no less than ten (10) days' notice of a meeting called for the purpose of amending these Articles.

**ARTICLE XI  
INDEMNIFICATION OF TRUSTEES AND OFFICERS,  
EMPLOYEES AND AGENTS**

(a) The Corporation hereby indemnifies any person who was or is a party to any proceeding:

(i) Other than one by or in the right of the Corporation to procure a Judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as Director, officer, employee or agent of the Corporation, or in his or her capacity as director, trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of such proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The

termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Trustee or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor by reason of such person being or having been a Trustee or officer, employee or agent of the Corporation, or by reason of such person being or having been a Trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which such person served at the request of the Corporation, against the reasonable expenses, and amounts paid in settlement not exceeding, in the Judgment of the Board of Trustees, the estimated expense of litigating the proceeding to conclusion actually and reasonably incurred in connection with the defense or settlement of such proceeding, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged liable unless and only to the extent that the court, in which such proceeding was brought, or any other court of competent jurisdiction, determines in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

(b) The Board of Trustees shall have the sole discretion to determine whether amounts for which a Trustee or officer seeks indemnification were properly incurred and whether such Trustee or officer acted in good faith and in a manner he or she reasonably


believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such proceeding. If such a quorum is not obtainable, such determination shall be made by majority vote of a committee duly designated by the Board of Trustees (Trustees who are parties may participate) consisting solely of two or more Trustees not parties to such proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### **ADOPTION OF AMENDMENTS**

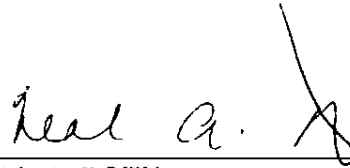
These Restated Articles contain amendments which require member approval. The only members of the corporation are the Trustees who, on September 2, 2020, at a meeting called for such purpose, unanimously approved and adopted the Restated Articles of Incorporation and directed that they be filed with the Florida Department of State, Division of Corporations.

**IN WITNESS WHEREOF**, the undersigned, pursuant to the laws of the State of Florida, does hereby make and file in the office of the Secretary of State of Florida these Restated Articles of Incorporation and further certifies that the facts stated herein are true and correct. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, Florida Statutes.

  
\_\_\_\_\_  
NEAL A. ROTH  
President

**ACCEPTANCE BY REGISTERED AGENT**

I, Neal A. Roth, having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, am familiar with and accept the appointment and duties and responsibilities as registered agent and agree to act in this capacity.

A handwritten signature in black ink that reads "Neal A. Roth". The signature is written in a cursive style and is positioned above a horizontal line.

---

NEAL A. ROTH  
2525 Ponce De Leon Boulevard, Suite 1150  
Coral Gables, Florida 33134-6040