

9500000712

MHW PROPERTIES, INC.

GREAT WESTERN BANK
10301 Biscayne Boulevard, 2nd Floor
North Miami Beach, FL 33100

REGISTRATION SERVICE
10301 Biscayne Blvd., Suite 200
North Miami Beach, FL 33100
Phone: (305) 944-8013
Fax: (305) 944-8013

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

Handwritten notes:
95-1174
abpg
0229
ab71

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten signature:
5/6/95
Ⓟ

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1995

MHW PROPERTIES INC.
18301 BISCAYNE BLVD. 2ND FLOOR
GREAT WESTERN BANK
NORTH MIAMI BEACH, FL 33160

SUBJECT: KABBALAH'S LEARNING CENTER, INC.
Ref. Number: W95000011174

We have received your document for KABBALAH'S LEARNING CENTER, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 895A00027090

ARTICLES OF INCORPORATION
OF
KABBALAH'S LEARNING CENTER, INC.
A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

KABBALAH'S LEARNING CENTER, INC.

The principal place of business of this corporation shall be 16921 N.E. 6th Avenue, North Miami, Florida 33162.

ARTICLE II.

(a) The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all educational organizations and institutions, and to do all things

Prepared by:
Michael H. Weisser
18301 Biscayne Boulevard
North Miami Beach, FL 33160
(305) 935-5010

that may be necessary and useful in the accomplishment of the purposes hereinabove set forth.

(b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(c) All the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable, purposes which would qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended.

(d) Notwithstanding any other provisions of these articles:

1. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall not engage in any act of self-

dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

ARTICLE III.

The membership of this corporation shall constitute all persons hereinafter names as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

ARTICLE IV.

The name and street address of the incorporator to these Articles of Incorporation is

MICHAEL MOSKOWITZ
16921 N.E. 6th Avenue
North Miami, Florida 33162

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The business of this corporation shall be managed by the Board of Directors. This corporation shall never have fewer than three Directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

The Board of Directors shall be appointed and hold office in accordance with the Bylaws.

The names and addresses of the person who are to serve as directors for the ensuing year are:

MICHAEL MOSKOWITZ, 16921 N.E 6th Avenue, North Miami, Florida 33162

ELI SHEVA MOSKOWITZ, 16921 N.E. 6th Avenue, North Miami, Florida 33162

RABBI PHILLIP BERG, 16921 N.E. 6th Avenue, North Miami, Florida 33162

ARTICLE VII.

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided in the Bylaws.

ARTICLE VIII.

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

The street address of the initial registered office of this corporation shall be 16921 N.E. 6th Avenue, North Miami, Florida 33162 and the name of the initial registered agent of the

corporation at that address is MICHAEL MOSKOWITZ.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22 day of May, 1995.

By Michael Moskowitz

MICHAEL MOSKOWITZ

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION # 0000000000
EXPIRES 12 31 1999

ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Michael Moskowitz

MICHAEL MOSKOWITZ

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of May, 1995, by MICHAEL MOSKOWITZ, who is personally known to me or who has produced his driver's license as identification and who did take an oath.

Kim M Riedy
NOTARY PUBLIC

My commission expires:

Kim M Riedy
Print name of Notary



KIM M. RIEDY
MY COMMISSION # 00339220 EXPIRES
December 19, 1997
UNIVERSITY TROY FARM INSURANCE, INC.

N95000002712

Linda Safro, P.A.
8781 Holly Court, #201
Tamarac, Florida 33321

October 12, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700001978457-6
-10/15/96--01026--009
*****87.50 *****87.50

Re: Articles of Amendment
Kabbalah Learning Centre, Inc.

To whom it may concern:

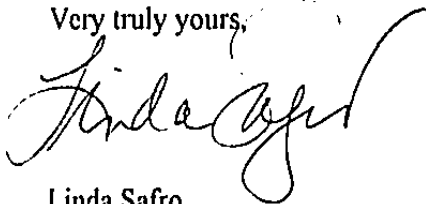
Enclosed please find Articles of Amendment for the above named corporation along with a check in the amount of \$87.50. Please file them as soon as possible. Your anticipated cooperation in this matter is greatly appreciated.

If you have any questions, please call me at 954 726-1170.

Thank you very much.

~~6396 22684~~

Very truly yours,



Linda Safro
LS/klcartamnd.doc

Enclosures

cc: Kabbalah Learning Centre, Inc.

Amendm
SH 10/25
FILED
96 OCT 24 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1996

Linda Safro, P.A.
8781 Holly Ct., #201
Tamarac, FL 33321

SUBJECT: KABBALAH'S LEARNING CENTER, INC.
Ref. Number: N9500002712

We have received your document for KABBALAH'S LEARNING CENTER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 437-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00047642

Linda Safro, P.A.
8781 Holly Court, #201
Tamarac, Florida 33321

October 21, 1996

Florida Department of State
Division of Corporations
Attn: Mr. Steven Harris
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment
Kabbalah Learning Centre, Inc.,
Letter number: 396A00047642

Dear Mr. Harris:

Enclosed please find the Articles of Amendment for the above named corporation along with a copy of your letter dated October 17, 1996. As per our telephone conversation this morning the sentence stating that "member approval was not required" was added.

Please file the document as soon as possible. You already have the check in the amount of \$87.50. If require any further information or have any questions, please call me at 954 726-1170.

Thank you very much for your cooperation.

Very truly yours,



Linda Safro
LS/kcartamnd2.doc

Enclosures

cc: Kabbalah Learning Centre, Inc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
KABBALAH'S LEARNING CENTER, INC.
(Name changed to KABBALAH LEARNING CENTRE, INC.)

FILED
95 OCT 24 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Article numbered "I" of the Certificate of Incorporation be rescinded in its entirety and the following new article be substituted in place thereof:

ARTICLE I

The name of this Corporation shall be KABBALAH LEARNING CENTRE, INC. The principal place of business of this corporation shall be 7088 Beracasa Way, Boca Raton, Florida 33433.

SECOND: Article numbered "II" of the Certificate of Incorporation be rescinded in its entirety and the following new article be substituted in place thereof:

ARTICLE II

(a) The purpose of this corporation is to engage in and maintain centers for the teaching and practice of Kabbalah (the study of the underlying concepts of Judaism), maintain synagogues, schools and conduct Jewish religious services consistent with Kabbalah, together with all other activities incidental and pertinent thereto.

(b) The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Sec. 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all educational organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes herein above set forth.

(c) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

(d) All the assets and earnings shall be used exclusively for the purposes herein above set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any private member or individual. No substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended.

The corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

THIRD: The spelling of ARTICLE III shall be corrected to read as follows:

ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

SEVENTH: The date of the amendment's adoption was October 10, 1996.

EIGHTH: The above amendments were approved by all the officers and directors. The number of votes cast for the amendments was sufficient for approval. Member approval was not required.

KABBALAH LEARNING CENTRE, INC.

Shafati Shimon
~~SHIMON SAREATI~~

Vice Chairman

October _____, 1996

FOURTH: The third paragraph of ARTICLE VI is being amended to read as follows:

The names and addresses of the persons who are to serve as directors for the ensuing year are:

KAREN BERG,
7088 Beracasa Way, Boca Raton, Florida 33433

SHIMON SARFATI,
7088 Beracasa Way, Boca Raton, Florida 33433

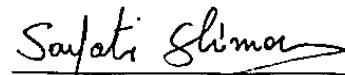
BATYA SOLOMON,
7088 Beracasa Way, Boca Raton, Florida 33433

FIFTH: ARTICLE IX is being amended to read as follows:

The street address of the registered office of this corporation shall be 7088 Beracasa Way, Boca Raton, Florida 33433 and the name of the registered agent of the corporation at that address is SHIMON SARFATI.

SIXTH: ACKNOWLEDGMENT OF REGISTERED AGENT is being amended to read as follows:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Shimon Sarfati

N95000002712

STATE OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: KABBALAH LEARNING CENTRE, INC. EIN or SSN: 65-0638140

Address: 7088 BERACASA WAY
BOCA RATON, FL 33433

Amount: \$70.00 Date Paid _____

Reason for claim: Duplicate amendment filing fee.
S. Harris/Amendments

KABBALAH LEARNING CENTRE, INC., N95-2712

Certified true and correct this 29TH day of OCTOBER, 19 96.

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

SH 11/3

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 70.00

The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. 01056-008 dated 07/24/96

Name of Account _____
4520213000145300000000010000

Statutory Authority for Collection 607.0122

It is requested that payment be made from the following account:

NAME OF ACCOUNT _____
45202130001453000000022002000

Certified true and correct this _____ day of _____, 19 _____

Department of State, Division of Corporations
(Agency) _____ (Authorized Signature and Title)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

I. Marlin Weiss
P.O. Box 25836
Tamarac, FL 33320

SUBJECT: KABBALAH'S LEARNING CENTER, INC.
Ref. Number: N9500002712

We have received your document for KABBALAH'S LEARNING CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your check for \$17.50. When the corrections are made, please resubmit the check along with the corrected document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00037896

Spoke w/ Linda Sefto on 10/25, she is rep. of this corp.
& filed the same amendment that this guy is trying to
file. The corp. originally asked him to do it but he took
too long so Linda filed it. Returned check for \$17.50 + refund
app. ~~for~~ for \$70 to Linda. She says money was from
the association.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 31, 1996

I. Martin Weiss
P.O. Box 25836
Tamarac, FL 33320

SUBJECT: KABBALAH'S LEARNING CENTER, INC.
Ref. Number: N95000002712

We have received your document for KABBALAH'S LEARNING CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 196A00036739

I MARTIN WEISS

P.O. Box 25836
Tamarac FL 33320
954.726.4643

July 19, 1986

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

670001919296
-07/24/86--01056--008
*****70.00 *****70.00

RE: Amendment and change of name
KABBALAH LEARNING CENTRE, INC

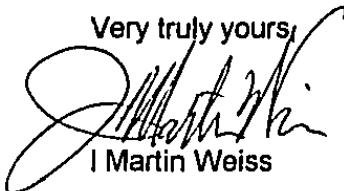
Gentlemen:

Enclosed find two copies of the Amendment and change of name for Kabbalah Learning Centre, Inc and a check in the sum of \$70.00, which was computed as follows:

Filing Fee.....	\$ 35.00
Certified Copy.....	35.00
	\$ 70.00

If you have any questions with regard to these documents, please call the undersigned "collect".

Very truly yours,



I Martin Weiss

Enc