

N95000002712

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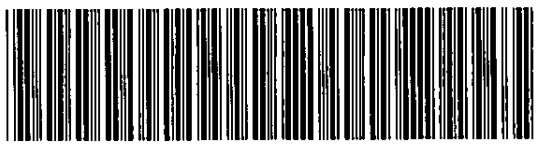
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JUN 27 2013
T. BROWN

Hamilton |
Vopelak P.C.

Bree G. Vopelak
Shareholder
bree@havolaw.com

June 19, 2013

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **Amended & Restated Articles of Incorporation for The Kabbalah
Centre of Florida, Inc., Document Number N95000002712**

To Whom It May Concern:

Please see the Amended & Restated Articles of Incorporation for The Kabbalah Centre of Florida, Inc. (document number N95000002712) for filing enclosed herein.

Also enclosed is the fee for filing the Amended & Restated Articles of Incorporation, a certified copy, and a certificate of status, totaling \$52.50.

Please send the certified copy of the filed document to the following address: Hamilton Vopelak P.C., Attn: Bree Vopelak, 1137 S. Main Street, Grapevine, Texas 76051. For your convenience, a self-addressed stamped envelope is also enclosed herein.

If you have any questions regarding the enclosed information, please contact me at (817) 251-6871.

Thank you,


Bree Vopelak

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**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
THE KABBALAH CENTRE OF FLORIDA, INC.
Document Number: N9500002712**

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.

The Corporation is incorporated under the laws of the State of Florida as THE KABBALAH CENTRE OF FLORIDA, INC. (the "Corporation").

ARTICLE II.

The principal place of business and mailing address of the Corporation shall be 8411 West Palmetto Park Road, Boca Raton, Florida 33433.

ARTICLE III.

The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal revenue law. Specifically, the purpose of the Corporation is to help people achieve complete fulfillment through the teachings of Kabbalah and help build spiritual communities for people who seek a place to study and to share the wisdom of Kabbalah as part of a diverse global community by:

1. Engaging in and maintaining a Centre for the teaching and practice of Kabbalah;
2. Maintaining places of worship;
3. Conducting worship services; and
4. Preparing and distributing literature of the teaching and practices of Kabbalah.

The Corporation has been formed under the Florida Not For Profit Corporation Act for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing herein shall be construed as allowing the Corporation to engage in any activity not

permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Code.

ARTICLE IV.

The authorized number of Directors of the Corporation shall not be less than three (3) nor more than nine (9), with the exact number of Directors to be fixed, within the limits specified, by approval of the Directors. The Board of Directors shall be appointed and hold office in accordance with the Bylaws.

ARTICLE V.

The Corporation shall have no members.

ARTICLE VI.

The Corporation's assets are irrevocably dedicated to religious purposes and are held in trust for the benefit of Kabbalah Centre International. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation, except that the Corporation is authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its religious purposes. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to Kabbalah Centre International, or in the event it no longer exists, to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and religious purposes as closely aligned with those of Kabbalah Centre International as possible and that has established its tax-exempt status under section 501(c)(3) of the Code.

ARTICLE VII.

The street address of the registered office of the Corporation shall be 8411 West Palmetto Park Road, Boca Raton, Florida 33433 and the name of the registered agent of the Corporation at that address is Betty Solomon.

ACKNOWLEDGMENT OF REGISTERED AGENT:

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.

Date: 6/10/13


Betty Solomon, Director

ADOPTION OF AMENDMENTS:

The Amended and Restated Articles of Incorporation were adopted on May 22, 2013, with an effective date of the same. There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

Date: 06/6/2013



Shimon Sarfati, Secretary