

N96000000194

RAMON TOURGEMAN  
ATTORNEY AND COUNSELOR AT LAW  
28 WEST FLAGLER STREET, SUITE 666  
MIAMI, FLORIDA 33130

Telephone Number (305) 654-3555  
Fax Number (305) 654-0449

October 8, 1996

Florida Division of Corporations  
Dept. of State  
Overnight Mail  
409 E. Gaines Street  
Tallahassee, Florida 32301

500001974905--5  
-10/15/96--01186--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Filing of enclosed Restatement of Articles of Incorporation for  
Midrash Sephardi, Inc.

Dear Filings Section,

Enclosed please find the original and one copy of the Restatement of Articles of Incorporation for Midrash Sephardi, Inc. a check for payment of the filing fee in the amount of thirty five dollars, and a self addressed return envelope. Please return to me the enclosed copy of the Articles together with the certificate of filing in the self addressed return envelope.

Thank you.

Very Truly Yours,

  
Ramon Tourgeman, Esq.

SECRET  
TALLAHASSEE, FLORIDA

56 NOV - 1 PM 2:53

APPROVED  
AND  
FILED

OK  
N96000000194

**RAMON TOURGEMAN  
ATTORNEY AND COUNSELOR AT LAW  
28 WEST FLAGLER STREET, SUITE 666  
MIAMI, FLORIDA 33130**

**Telephone Number (305) 654-3555  
Fax Number (305) 654-0449**

October 29, 1996

Florida Division of Corporations  
Dept. of State  
Overnight Mail  
409 E. Gaines Street  
Tallahassee, Florida 32301

**SUBJECT: Midrash Sephardi, Inc.  
Ref. Number: N96000000194**

Dear Filings Section,

I am returning to you the enclosed the original and one copy of the Restatement of Articles of Incorporation for Midrash Sephardi, Inc. with the inclusion of the certification there were no members in this corporation prior to the unanimous board resolution to restate the articles. Since you retained my check in the amount of thirty-five dollars when you returned the articles to me for correction, I am not enclosing another check for payment of the filing fee. Please return to me the enclosed copy of the Articles together with the certificate of filing in the enclosed prepaid and self addressed federal express overnight envelope.

Thank you.

Very Truly Yours,

  
Ramon Tourgeman, Esq.

RT/sas  
CORP.FILING.doc

*Restate Act  
Nov 1-96*

**RECEIVED**  
96 OCT 30 PM 1:16  
DIVISION OF CORPORATIONS

RESTATEMENT OF ARTICLES OF INCORPORATION  
OF  
MIDRASH SEPHARDI INC.

WHEREAS, there are no members in this corporation, and the Board of Directors on October 4, 1996 unanimously decided that it is in the best interests of the corporation that the original Articles of Incorporation be restated and superseded by the following Restatement:

ARTICLE ONE

This corporation is organized and incorporated pursuant to the Florida Not For Profit Corporation Act.

ARTICLE TWO

The name of this corporation is MIDRASH SEPHARDI INC.

ARTICLE THREE

This corporation commenced its existence upon the filing of its original Articles of Incorporation on January 8, 1996 with the Secretary of State for the State of Florida.

ARTICLE FOUR

The principal office and mailing address of the corporation is 169 East Flagler Street, Suite 900, Miami, Florida 33131.

ARTICLE FOUR

The purposes for which the Corporation is organized are to operate a Jewish Synagogue to provide daily and holiday worship services throughout the year, provide adult and child education in Jewish Religion studies, Jewish Liturgy and Customs, Jewish literature, and Jewish history, and provide a venue for Jewish Holiday celebrations, weddings, and social functions.

ARTICLE FIVE

This Corporation shall be a non-member organization.

ARTICLE SIX

The Board of Directors shall consist of three persons, and shall be appointed annually by the board members of the previous term at the last meeting of their annual term that shall be held during the month of January commencing in 1997. The names and addresses of the members of the board for the 1996 term are:

1. Rabbi Nissim Elnecape- 110 South Shore Drive, Apt.4B, Miami Beach,  
Florida 33141.
2. Salomon Bendayan- 9455 Collins Avenue, Unit 610, Surfside,  
Florida 33154.

APPROVED  
AND  
FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
31 NOV - 1 01/96

3. Eva Bendavid- 9455 Collins Avenue, Unit 610, Surfside,  
Florida 33154.

#### **ARTICLE SEVEN**

The officers of the corporation shall be appointed annually by the board members of the preceding term at their last meeting held in January, commencing in 1997. The following persons are the Officers for the 1996 term.

1. President- Salomon Bendayan- 9455 Collins Avenue, Unit  
610, Surfside, Florida 33154.
2. Vice President- Eva Bendavid- 9455 Collins Avenue, Unit 610,  
Surfside, Florida 33154.
3. Treasurer- Rabbi Nissim Elneccave- 110 South Shore Drive, Apt 4B  
Miami Beach, Florida 33141.

#### **ARTICLE EIGHT**

The registered agent of the Corporation is Salomon Bendayan, and his business address is 169 East Flagler Street, Suite 900, Miami, Florida 33131.

#### **ARTICLE NINE**

The names and residence address of the incorporator is:

1. Salomon Bendayan- 9455 Collins Avenue, Apt. 610,  
Miami Beach, Florida 33154.

#### **ARTICLE TEN**

The dissolution of this corporation shall be by majority vote of the board members. In the event this corporation is dissolved by the board, then the winding up of its affairs and distribution of its assets shall be done in accordance with section 617.1402-617.1406 of the Florida Statutes.

#### **ARTICLE ELEVEN**

This corporation reserves the right to amend, or repeal these Restated Articles.

#### **ARTICLE TWELVE**

Pursuant to the unanimous decision of the Board of Directors these Restated Articles supersede the original Articles of Incorporation filed with the State of Florida, Secretary of State, and the provisions of the original Articles shall have no further force and effect.

#### **SIGNATURE AND CERTIFICATION**

I, Salomon Bendayan, as President of Midrash Sephardi, Inc. hereby certify that there are no members in this corporation, and that the foregoing are the true and correct Restatement of the Articles of Incorporation as restated pursuant to the unanimous resolution of the Board of Directors.

IN WITNESS WHEREOF, the undersigned as President of Midrash Sephardi Inc.,

executed these Restated Articles of Incorporation this 4<sup>th</sup> day of October, 1996.

WITNESSES:

[Signature]  
Signature

Ramon Torres  
Printed Name

[Signature]  
Signature

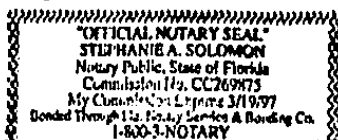
Vidal M. Benarroch  
Printed Name

MIDRASH SEPHARDI INC.

By: [Signature]  
Salomon Bendayan, As President  
of Midrash Sephardi Inc.

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of October, 1996 by Salomon Bendayan, President of Midrash Sephardi Inc., a Florida corporation, who is personally known to me or has produced his Florida Driver License, No. \_\_\_\_\_ as identification.



Stephanie Solomon  
Notary

**ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT**

I, Salomon Bendayan, having been named Resident Agent to accept service of process for the aforesaid corporation at the location designated in the foregoing Articles of Incorporation, hereby accept this position and designation, and I agree to comply with all pertinent statutory provisions relating to the proper and complete performance of my duties as Registered Agent.

[Signature]  
Salomon Bendayan  
169 East Flagler Street, Suite 900,  
Miami, Florida 33131.

JERRY KAHN ESQUIRE  
ATTORNEY AT LAW

1141 71 STREET BOX 41-4230 ATLANTIC BEACH, FL 32118

TEL 305 861-3606

FAX 305 868-3623

N960000000000/94

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

Incorporation  
Hidraash Sephardi Inc.

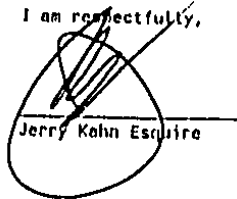
December 27, 1995

Sir:

Enclosed you will find two executed articles of Incorporation for and  
my firm check in the amount of \$122,50.

Please incorporate and return executed articles with certificate from  
the Secretary of State.

I am respectfully,

  
Jerry Kahn Esquire

900001682319  
-01/09/96--01046--013  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96 JAN -8 PM 7:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**MIDRASH SEPHARDI INC.  
CORPORATE ARTICLES FOR A NOT FOR PROFIT CORPORATION**

The undersigned, a subscriber to these articles of incorporation, a natural person competent to contract, hereby presents these articles for the formation of a corporation pursuant to the laws of Florida.

1. The name of the corporation shall be **MIDRASH SEPHARDI INC.**
2. The corporation may engage in any lawful business activity permitted under the laws of the State of Florida or purposes not for pecuniary profit. The specific purpose for which the corporation is organized is religious studies and helping the needy.
3. The initial address of the registered office and the name of the registered agent shall be Salomon Bendayan, 9455 Collins Avenue, Unit 610, Surfside, Florida 33154. The board of directors shall from time to time move the office of the registered agent to any address in Florida. The principal address and the registered office of the corporation are the same.
4. Initially the corporation shall have three directors which are appointed. The method of election and the number of directors, which shall be increased or diminished from time to time, shall be stated in the by laws of the corporation.
5. The amount of capital with which the corporation shall begin business shall not be less than five hundred dollars.
6. The corporation shall exist perpetually.
7. The name and address of the first board of directors, who shall serve in such until the first election, are:
  - a. Salomon Bendayan, 9455 Collins Avenue, Unit 610, Surfside, Florida 33154
  - b. Eva Bendavid, 9455 Collins Avenue, Unit 610, Surfside, Florida 33154
  - c. Nissim Elincave, 9455 Collins Avenue, Unit 610, Surfside, Florida 33154
8. The affairs of the corporation are to be managed by a President, one Secretary, and a Treasurer. Such officers shall be elected annually on the first Monday of every January. The By Laws of the Corporation shall include the manner in which directors are elected. The names of the persons who are to serve as officers until the first election of officers these Articles of Incorporation are as follows:  
**President Salomon Bendayan, 9455 Collins Avenue, Unit 610, Surfside, FL**  
**Secretary Eva Bendavid, 9455 Collins Avenue, Unit 610, Surfside, FL**  
**Treasurer Nissim Elincave, 9455 Collins Avenue, Unit 610, Surfside, FL**
9. The corporation shall have members who will be required to meet the following qualifications people who want to study the Jewish religion and help the needy.
10. The Bylaws of the Corporation are to be made, altered or amended by a majority of the members of the corporation.
11. The names and post office addresses of the subscribers to these articles of incorporation in Salomon Bendayan, 9455 Collins Avenue, Unit 610, Surfside, FL
12. These articles of incorporation may be amended in any manner prescribed by law. Every amendment shall be approved by the board of directors, proposed to them by the members and approved at a Members' meeting by a majority of shares entitled to vote thereon.

December 27, 1995

STATE OF FLORIDA  
COUNTY OF DADE

SUBSCRIBER  
Salomon Bendayan

Before me, a notary public authorized to take oaths and acknowledge, personally appeared, Salomon Bendayan to me well known and known to be the person herein, who stated he executed the foregoing corporate Articles freely and voluntarily for the purposes therein expressed.

December 27, 1995

Notary Public, State of Florida  
My commission expires:

**DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT**

First that MIDRASH SEPHARDI INC., a corporation desiring to organize and qualify under the laws of Florida with its principal place of business in the city of Miami Beach, Florida, has named Salomon Bendayan located at 9455 Collins Avenue, Unit 610, Surfside, FL as its agent to accept service of process in the State of Florida.

December 27, 1995

President Salomon Bendayan

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation at the place designated in the certificate, I hereby agree to act in this capacity and I agree to comply with the provisions of all statutes relative to the proper and competent performance of my duties.

December 27, 1995

Registered Agent Salomon Bendayan



JERRY KAHN  
My Commission CC405228  
Expires Sep. 08, 1998  
Bonded by HAI  
900-422-1555

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
JAN - 8 PM 7:22

N96000000194

RAMON TOURGEMAN  
ATTORNEY AND COUNSELOR AT LAW  
P.O. BOX 800-111  
AVENTURA, FLORIDA 33280-0111

Telephone Number (305) 654-3555  
Fax Number (305) 654-0449

FILED  
96 DEC 19 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

December 16, 1996

Florida Division of Corporations  
Dept. of State  
Overnight Mail  
409 E. Gaines Street  
Tallahassee, Florida 32399

200002034252--1  
-12/19/96--01099--028  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: Midrash Sephardi, Inc.  
Ref. Number: N96000000194

Dear Filings Section,

Enclosed are the original and one copy of the Amendments to the Restated Articles of Incorporation for Midrash Sephardi, Inc. Also, enclosed is my personal check in the amount of thirty five dollars in payment of the filing fee. Please return to me the enclosed copy of the Articles together with the certificate of filing in the enclosed prepaid and self addressed federal express overnight envelope.

Thank you.

Very Truly Yours,



Ramon Tourgeman, Esq.

RT/sas  
CORP.FILING.doc

Amend

VS DEC 31 1996



AMENDMENTS TO  
RESTATED ARTICLES OF INCORPORATION  
OF  
MIDRASH SEPHARDI INC.

**FILED**  
96 DEC 19 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WHEREAS, there are no members in this corporation, and the Board of Directors on December 16, 1996 unanimously decided that it is in the best interests of the corporation that the original Restated Articles of Incorporation be amended as follows:

**ARTICLE ONE**

This corporation is organized and incorporated pursuant to the Florida Not For Profit Corporation Act.

**ARTICLE TWO**

The name of this corporation is MIDRASH SEPHARDI INC.

**ARTICLE THREE**

This corporation commenced its existence upon the filing of its original Articles of Incorporation on January 8, 1996 with the Secretary of State for the State of Florida.

**ARTICLE FOUR**

The principal office and mailing address of the corporation is 169 East Flagler Street, Suite 900, Miami, Florida 33131.

**ARTICLE FOUR**

The purposes for which the Corporation is organized are exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and to operate a Jewish Synagogue to provide daily and holiday worship services throughout the year, provide adult and child education in Jewish Religion studies, Jewish Liturgy and Customs, Jewish literature, and Jewish history, and provide a venue for Jewish Holiday celebrations, weddings, and social functions.

**ARTICLE FIVE**

This Corporation shall be a non-member not for profit organization.

**ARTICLE SIX**

The Board of Directors shall consist of three persons, and shall be appointed annually by the board members of the previous term at the last meeting of their annual term that shall be held during the month of January commencing in 1997. The names and addresses of the members of the board for the 1996 term are:

1. Rabbi Nissim Elnecave- 110 South Shore Drive, Apt.4B, Miami Beach,  
Florida 33141.

2. Salomon Bendayan- 9455 Collins Avenue, Unit 610, Surfside,  
Florida 33154.

3. Eva Bendavid- 9455 Collins Avenue, Unit 610, Surfside,  
Florida 33154.

#### **ARTICLE SEVEN**

The officers of the corporation shall be appointed annually by the board members of the preceding term at their last meeting held in January, commencing in 1997. The following persons are the Officers for the 1996 term.

1. President- Salomon Bendayan- 9455 Collins Avenue, Unit  
610, Surfside, Florida 33154.
2. Vice President- Eva Bendavid- 9455 Collins Avenue, Unit 610,  
Surfside, Florida 33154.
3. Treasurer- Rabbi Nissim Elnecape- 110 South Shore Drive, Apt 4B  
Miami Beach, Florida 33141.

#### **ARTICLE EIGHT**

The registered agent of the Corporation is Salomon Bendayan, and his business address is 169 East Flagler Street, Suite 900, Miami, Florida 33131.

#### **ARTICLE NINE**

The names and residence address of the incorporator is:

1. Salomon Bendayan- 9455 Collins Avenue, Apt. 610,  
Miami Beach, Florida 33154.

#### **ARTICLE TEN**

The dissolution of this corporation shall be by majority vote of the board members. In the event this corporation is dissolved by the board, then the winding up of its affairs and distribution of its assets shall be done in accordance with section 617.1402-617.1406 of the Florida Statutes.

The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or 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. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

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

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE ELEVEN**

This corporation reserves the right to amend, or repeal these Amended Articles.

**ARTICLE TWELVE**

Pursuant to the unanimous decision of the Board of Directors these Amended Articles replace and supersede the Restated Articles of Incorporation filed with the State of Florida, Secretary of State, and the provisions of the original and restated Articles shall have no further force and effect.

**SIGNATURE AND CERTIFICATION**

I, Salomon Bendayan, as President of Midrash Sephardi, Inc. hereby certify that there are no members in this corporation, and that the foregoing are the true and correct Amendments to the Restatement of the Articles of Incorporation as amended pursuant to the unanimous resolution of the Board of Directors.

IN WITNESS WHEREOF, the undersigned as President of Midrash Sephardi Inc., executed these Restated Articles of Incorporation this 16 day of December, 1996.

WITNESSES:

[Signature]  
Signature

MISSIA EL NOCAVE  
Printed Name

[Signature]  
Signature

Ramon Tougerman  
Printed Name

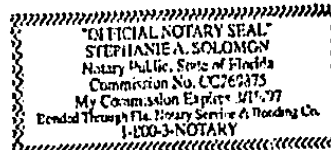
MIDRASH SEPHARDI INC.

By: [Signature]  
Salomon Bendayan, As President  
of Midrash Sephardi Inc.

STATE OF FLORIDA  
COUNTY OF DADE

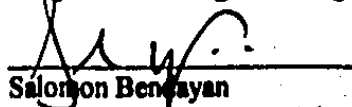
The foregoing instrument was acknowledged before me this 16 day of December, 1996 by Salomon Bendayan, President of Midrash Sephardi Inc., a Florida corporation, who is personally known to me or has produced his Florida Driver License, No. \_\_\_\_\_ as identification.

Stephanie Solomon  
Notary



**ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT**

I, Salomon Bendayan, having been named Resident Agent to accept service of process for the aforesaid corporation at the location designated in the foregoing Articles of Incorporation, hereby accept this position and designation, and I agree to comply with all pertinent statutory provisions relating to the proper and complete performance of my duties as Registered Agent.

  
Salomon Bendayan  
169 East Flagler Street, Suite 900,  
Miami, Florida 33131.