

N96000000194

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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 32301

32349
SUBJECT: Midrash Sephardi, Inc.
Ref. Number: N96000000194

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*****35.00 *****35.00

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.

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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 109 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:

MIDRASH SEPHARDI INC.

[Signature]
Signature

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

MISS ISRAEL DECAVE
Printed Name

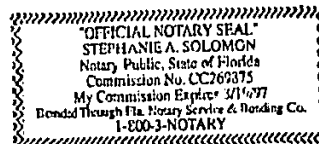
[Signature]
Signature

Ramona Tougerman
Printed Name

STATE OF FLORIDA
COUNTY OF DADE

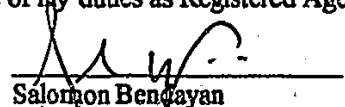
The foregoing instrument was acknowledged before me this 16 day of December, 1996 by Salomon Bendayan, President of Midrash Sephardi Inc., a Florida corporation, who is personally known to me or has produced his Florida Driver License, No. _____ as identification.

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.