

N96000000207

GREEN, KAHN, PIOTRKOWSKI

A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET

MIAMI BEACH, FLORIDA 33141

PLEASE REPLY TO: P.O. BOX 4187

KAREN B. COHEN  
MARVIN M. GREEN  
BRUCE H. HORNSTEIN  
DONALD J. KAHN  
JOEL S. PIOTRKOWSKI  
N. FRANK SCHUM, III  
JESSICA S. SNELL

AREA CODE 305  
MIAMI 865-4311  
BROWARD 523-6026  
TELEFAX 861-8613

January 3, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Fl. 32399

Re: Congregation B'Nai Emunah Group, Inc.  
Articles of Incorporation /Non-Profit

Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above, together with our check in the amount of \$70.00, representing the following:

Filing Fee	\$35.00
Resident Agent Fee	<u>35.00</u>
	\$70.00

Please file the Articles of Incorporation and return a copy to the undersigned marked "filed".

Your prompt attention to this matter is appreciated. 400001682314

Very truly yours, -01/09/96--01046--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

JOEL S. PIOTRKOWSKI

JSP:ss  
Enclosures

FILED  
96 JAN -3 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten signature and date: 1-11-96

ARTICLES OF INCORPORATION

FOR

CONGREGATION B'NAI EMUNAH GROUP, INC.

FILED  
96 JAN -8 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not-for-profit, under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I.

NAME

The name of the corporation shall be: CONGREGATION B'NAI EMUNAH GROUP, INC., which corporation shall hereinafter be referred to as the "Group".

ARTICLE II.

PURPOSE

The purpose and objectives of the Group shall be to operate a house of worship at Arlen House East Condominium, 100 Bayview Drive, North Miami Beach, Florida 33160, for any and all persons who reside in The Arlen House Condominium.

ARTICLE III.

POWERS

The Group shall have the following powers:

1. The Group shall have all of the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the Group, as hereinabove set forth, including, but not limited to, the following:

(a) To make, establish and enforce reasonable rules and regulations governing the operation of the house of worship in accordance with the wishes of the members of the Group.

(b) To make and collect assessments against members of the Group to defray the costs, expenses and losses of the Group.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To undertake the maintenance, repair, replacement and operation of private property and/or property leased or acquired by the Group for the benefit of its members. By way of illustration only, and not as words of limitation, such property, acquired or leased, may include but is not to be limited to,

furniture, prayer books and shawls, the Holy Ark and Torahs and both religious and non-religious artifacts and items, commonly used in a Jewish house of worship.

(e) To purchase insurance upon the private property and insurance for the protection of the Group and its members.

(f) To make reasonable rules and regulations respecting the maintenance and use of any properties located within the area owned or operated by members of the Group.

(g) To employ personnel necessary to perform the obligations, services and duties required of the Group and for the proper operations of the properties for which the Group is responsible.

2. All funds and the title to all properties acquired by the Group and the proceeds thereof, shall be held in trust for the members in accordance with these Articles of Incorporation and the By-Laws of the Group.

3. The Group shall make no distribution of income to its members, directors, or officers.

4. The powers of the Group shall be subject to and shall be exercised in accordance with the By-Laws of the Group.

#### ARTICLE IV.

##### MEMBERS

1. The members of the Group shall consist of any and all residents of The Arlen House Condominium, North Miami Beach, Florida 33160, who shall desire to become members of the Group.

2. The share of a member in the funds and assets of the Group cannot be assigned, hypothecated or transferred in any manner, except as determined by the By-Laws of the Group.

3. The members of the Group, singly or collectively, shall be entitled to only one (1) vote.

#### ARTICLE V.

##### DIRECTORS

1. The affairs of the Group shall be managed by a Board consisting of a number of directors who shall be determined by the By-Laws of the Group, but shall not be less than four (4) in number. In the absence of a determination as to the number of members, the Board of Directors shall consist of four (4) directors.

2. The directors of the Group shall be elected at the annual meeting of the members in a manner determined by the By-Laws. Directors may be removed and vacancies in the Board of Directors shall be filled in a manner provided by the By-Laws.

3. The directors herein named shall serve until the first election of directors by Group members, and any vacancies in the number occurring before the first election shall be filled by the remaining directors.

4. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>Name</u>	<u>Address</u>
Henry Rakowski	10101 Collins Avenue Apt. 7F Bal Harbour, Fl. 33154
Julius Koperwas	100 Bayview Drive, Apt. 2005 North Miami Beach, Fl. 33160
Jack Sylverman	100 Bayview Drive, Apt. 410 North Miami Beach, Fl. 33160
Sydney Rosenstein	100 Bayview Drive, Apt. PH-28 North Miami Beach, Fl. 33160

Julius Koperwas shall serve as the first Chairman of the Board of Directors.

#### ARTICLE VI.

##### OFFICERS

The affairs of the Group shall initially be administered by the officers named in these Articles of Incorporation and any vacancies shall be filled by appointment of the first Board of Directors. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Group, which officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors elected by the membership of the Group, are as follows:

<u>Name and Office</u>	<u>Address</u>
Henry Rakowski President	10101 Collins Avenue Apt. 7F Bal Harbour, Fl. 33154

Jack Silverman  
Vice-President

100 Bayview Drive, Apt. 410  
North Miami Beach, Fl. 33160

Julius Koperwas  
Treasurer

100 Bayview Drive, Apt. 2005  
North Miami Beach, Fl. 33160

Sydney Rosenstein  
Secretary

100 Bayview Drive, Apt. PH-28  
North Miami Beach, Fl. 33160

#### ARTICLE VII.

##### INDEMNIFICATION

Every director and every officer of the Group shall be indemnified by the Group against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Group, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the Group. The foregoing right of indemnification shall be in addition to, but not exclusive to all other rights to which such director or officer may be entitled.

#### ARTICLE VIII.

##### BY-LAWS

The first By-Laws of the Group shall be adopted by the Board of Directors named herein. These By-Laws may be amended in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in a notice of any meeting at which proposed amendment is to be considered.

2. A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Group. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals may be by either:

(a) Not less than seventy-five (75%) per cent of the entire membership of the Board of Directors and by not less than

seventy-five (75%) per cent of the votes of the entire membership of the Group; or

(b) By not less than eighty (80%) per cent of the votes of the entire membership of the Group; or

(c) By all the directors.

3. Provided, however, that no amendment shall be made which is in conflict with the Articles of Incorporation.

4. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the By-Laws, which certificate shall be executed by the officers of the Group with the formalities of a deed. The amendment shall be effective when such certificate and a copy of the amendment are recorded in the Public Records of Dade County, Florida.

#### ARTICLE IX.

##### AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

2. A resolution approving the proposed amendment may be proposed by either the Board of Directors or by anyone or more members of the Group. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary of the Group at or prior to the meeting, and:

(a) Such approval must be by not less than seventy-five (75%) per cent of the entire membership of the Board of Directors and by not less than seventy-five (75%) percent of the votes of the entire membership of the Group; or

(b) By not less than eighty (80%) per cent of the entire membership of the Group; or

(c) By all the directors.

3. No amendment shall make any changes in the qualifications for membership or in voting rights of members, or any change in paragraphs 2 and/or 3 of Article II hereof, without approval in writing by all members of the Board of Directors.

4. A copy of each amendment to the Articles of Incorporation as approved, shall be accepted and certified by the Secretary of State.

ARTICLE X.

TERM

The Group shall have perpetual existence.

ARTICLE XI.

SUBSCRIBER

Name

Address

Julius Koperwas

100 Bayview Drive, Apt. 2005  
North Miami Beach, Fl. 33160

ARTICLE XII.

REGISTERED AGENT

The initial registered agent for the Group shall be Joel S. Piotrkowski, 317 - 71st Street, Miami Beach, Florida 33141.

ARTICLE XIII.

INITIAL ADDRESS

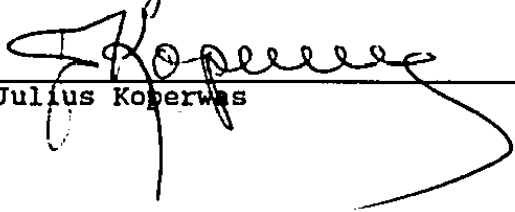
The initial address of the Group shall be 100 Bayview Drive, North Miami Beach, Florida 33160.

ARTICLE XIV.

MISCELLANEOUS

This corporation is created in accordance with Section 501 C3 of the Internal Revenue Code and any assets of the corporation upon dissolution shall be directed to other non-profit corporations similarly approved by the Internal Revenue Service.

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 2 day of January, 1996.

  
Julius Koperwas

STATE OF FLORIDA       )  
                                      :SS.  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this  
9 day of JANUARY, 1996, by Julius Koperwas, who is  
personally known to me or who has produced \_\_\_\_\_  
as identification and who did take an oath.



KAROLYN M. KEEFE  
My Commission CC385777  
Expires Jul. 29, 1998  
Bonded by HAI  
800-422-1555

Karolyn M. Keefe

ACKNOWLEDGMENT BY RESIDENT AGENT:

Having been named to accept service of process for the above  
stated corporation, at the 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.

By: [Signature]  
Registered agent.

FILED  
96 JAN -8 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



LAW OFFICES  
GREEN, KAHN, PIOTRKOWSKI  
A PROFESSIONAL ASSOCIATION  
317 SEVENTY-FIRST STREET  
MIAMI BEACH, FLORIDA 33141

KAREN B. COHEN  
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BRUCE H. HORNSTEIN  
DONALD J. KAHN  
JOEL S. PIOTRKOWSKI  
N. FRASER SCHUM, III  
JESSICA S. SERELL

PLEASE REPLY TO: P.O. BOX 4197

DE 508  
MIAMI BEACH 33141  
TELEFAX 866-7506

N96000000207

September 20, 1996

Florida Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

000001954940  
-09/24/96--01124--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Congregation B'Nai Emunah Group, Inc.

Dear Sir or Madam;

Enclosed is an Amendment to Articles of Incorporation of Congregation B'Nai Emunah Group, Inc. Please return the extra copy marked filed together with your receipt.

Very truly yours,

Joel S. Piotrkowski

JSP/ody  
Encls.

2\j\emunah.1tr

FILED  
96 OCT -8 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment  
10/9/96

Dr



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 26, 1996

JOEL S. PIOTRKOWSKI  
LAW OFFICES GREEN, KAHN, PIOTRKOWSKI  
P. O. BOX 4197  
MIAMI BEACH, FL 33141

SUBJECT: CONGREGATION B'NAI EMUNAH GROUP, INC.  
Ref. Number: N96000000207

We have received your document for CONGREGATION B'NAI EMUNAH GROUP, INC. and your check(s) totaling \$35.00. 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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 796A00044347

AMENDMENTS  
TO  
ARTICLES OF INCORPORATION  
OF  
CONGREGATION B'NAI EMUNAH GROUP, INC.

**FILED**  
96 OCT - 8 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, President and Secretary of Congregation B'Nai Emunah Group, Inc. a duly organized Florida not-for-profit corporation, do hereby amend the Articles of Incorporation as follows:

ITEM I.

Article II is hereby amended by adding the purpose for which the corporation is organized is exclusively religious, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

ITEM II.

The following is hereby added to Article III:

5. 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.

ITEM III.

Article XIV is deleted and the following is substituted:

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ITEM IV.

No members are entitled to vote on this amendment. The amendment was adopted by the Board of Directors on September 5, 1996.

IN WITNESS WHEREOF, the undersigned have hereunto affixed

their hands and seals this 4<sup>th</sup> day of October, 1996.

CONGREGATION B'NAI EMUNAH GROUP,  
INC.

By: H. Rakowski  
Henry Rakowski President.

Attest: J. Neuhaus  
John Neuhaus Secretary.

STATE OF FLORIDA       )  
                                  :SS.  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of October, 1996, by Henry Rakowski, as President, and John Neuhaus, as Secretary of Congregation B'Nai Emunah Group, Inc., who are personally known to me and who did take an oath.

Maria Cabada

