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19600000652

ACCOUNT NO. : 072100000032

REFERENCE : 835653 121767A

AUTHORIZATION :

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Patricia Pyjot

ORDER DATE : February 7, 1996

ORDER TIME : 9:31 AM

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ORDER NO. : 835653

CUSTOMER NO: 121767A

CUSTOMER: Ms. Barbara Schwartz
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: AHAVAS YISROEL CONGREGATION,
INC.

X ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

RECEIVED
96 FEB - 7 AM 11:11
DIVISION OF CORPORATION

FILED
96 FEB - 7 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 7 1996

ARTICLES OF INCORPORATION
OF
AHAVAS YISROEL CONGREGATION, INC.
(a Florida corporation, not for profit)

FILED
96 FEB -7 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby make, subscribe, acknowledge and file the following Articles of Incorporation to form a corporation, not for profit, pursuant to Chapter 617 of the Laws of the State of Florida, to be operated for charitable purposes exclusively.

ARTICLE I
Name and Location of Principal Office

The name of this corporation is AHAVAS YISROEL CONGREGATION, INC., a Florida corporation, not for profit. Its principal office of business shall be at 1710 N. E. 191st Street, #311, North Miami Beach, Florida 33179.

ARTICLE II
Term

This corporation shall exist perpetually.

ARTICLE III
Incorporators

The name and address of the Incorporators of the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bernard Brown	1710 N.E. 191st Street Apartment No. 311 North Miami Beach, FL 33179
Harry Auster	1750 N.E. 191st Street Apartment No. 328 North Miami Beach, FL 33179

Emanuel Brody

1660 N.E. 191st Street
North Miami Beach, FL 33179

ARTICLE IV **General Purposes**

This corporation is formed exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. Without limiting the foregoing, the specific purpose of this corporation is to operate a Jewish Orthodox synagogue NUSACH SEFARD and related activities.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V **Activities Not Permitted**

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law; or (b) a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE VI **Dedication and Distribution of Assets**

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the

corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VII

Compliance with Private Foundation Restrictions

Notwithstanding any other provision in these articles, for so long as this corporation is treated as a "private foundation" or has a corresponding status for federal income tax purposes, this corporation shall comply with the following restrictions:

(1) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

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

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

(4) The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

(5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

ARTICLE VIII

Management of Corporate Affairs

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be eleven (11). The number of Directors of the corporation may be increased or diminished from time to time by amendments to the By-laws, but in any case shall never be less than five (5).

The Directors named herein as the first Board of Directors shall hold office until the first

meeting of the Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two years or until the second annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively conser' in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the Directors to so act.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Bernard Brown	1710 N.E. 191st Street Apartment 311 North Miami Beach, FL 33179
Mr. Harry Auster	1750 N.E. 191st Street Apartment 328 North Miami Beach, FL 33179
Mr. William Berger	1710 N.E. 191st Street Apartment 305 North Miami Beach, FL 33179
Mrs. Lydia Brown	1710 N.E. 191st Street Apartment 311 North Miami Beach, FL 33179
Mr. Nachman Weisser	1680 N.E. 191st Street Apartment 1 North Miami Beach, FL 33179

Mr. Herman Ackerman	1670 N.E. 191st Street Apartment 302 North Miami Beach, FL 33179
Mr. Emanuel Brody	1660 N.E. 191st Street Apartment 310 North Miami Beach, FL 33179
Mr. Menachem Roth	1660 N.E. 191st Street Apartment 408 North Miami Beach, FL 33179
Mr. Armin Relsman	1670 N.E. 191st Street Apartment ____ North Miami Beach, FL 33179
Mr. Nathan Orgel	1660 N.E. 191st Street Apartment ____ North Miami Beach, FL 33179
Rabbi Hyman Levy	1750 N.E. 191st Street Apartment 319 North Miami Beach, FL 33179

ARTICLE IX

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X

Membership

The membership of this corporation shall consist of all persons elected as Directors but only during their respective terms in office and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the By-Laws.

ARTICLE XI

By-Laws

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XII

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members of the corporation.

ARTICLE XIII

Initial Registered Office and Agent

The name and address of the initial registered agent of this corporation is Alhambra Registered Agents, Inc., 2 Alhambra Plaza, Suite # 1202, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 5th day of February, 1996.

Bernard Brown
Bernard Brown

Harry Ausler
Harry Ausler

Emanuel Brody
Emanuel Brody

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 5th DAY OF February, 1996.

Alhambra Registered Agents, Inc.

(Corporate Seal)

By: Martin Genaro
Name: Martin Genaro
Title: Vice President

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

I HEREBY CERTIFY that on this 5th day of February 1996, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Bernard Brown, Harry Auster, and Emanuel Brody to me well known and personally known to me [or who produced the following type of identification:] to be the individuals described in and who executed the foregoing instrument as Subscribers to the Articles of Incorporation of Ahavas Yisroel Congregation, Inc., and acknowledged to and before me that they signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 5th day of Feb. 1996



Name: Martin Genauer

Title/Rank: _____

Serial Number, if any: _____

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